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FROM: RICARDO BAJANDAS, P.A.

ACCT#: 110263002111

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NAME: BRICKELL BANCSHARES, INC.

AUDIT NUMBER.....H98000018151

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 1, 1998

RICARDO BAJANDAS, P.A.

SUBJECT: BRICKELL BANCSHARES, INC.  
REF: W98000022444

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ARTICLES OF INCORPORATION  
OF

Brickell Bay Equities Corporation

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Brickell Bay Equities Corporation, (the "Corporation").

ARTICLE II

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporation Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (collectively, the "Act").

ARTICLE III

The Corporation is authorized to issue Twenty Million (20,000,000) shares of common stock, with a par value of \$.0001 per share.

ARTICLE IV

The address of the principal office of the Corporation, and its mailing address, is 1000 Brickell Avenue, Suite 900, Miami, Florida 33129.

Preparer:

Ricardo Bajandas, Esq.

De La Peña, Villanueva, & Bajandas, LLP

601 Brickell Key Drive, Suite 705

Miami, Florida 33131

Ph. (305) 377-0909

FL BAR NO. 0987750

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ARTICLE V

The street address of the Corporation's initial registered office is 1000 Brickell Avenue, Suite 900, Miami, Florida 33129 and the name of the initial registered agent at such office is Stephen L. Perrone.

ARTICLE VI

The Corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by resolution of the Shareholders but shall never be less than three (3). The names and addresses of the initial Directors of this Corporation is:

Harold L. Connell

1000 Brickell Avenue, St. 900  
Miami, FL 33131

Leonard Marinello

5000 East 10th Court  
Miami, FL 33013

Stephen L. Perrone

1000 Brickell Avenue, St. 900  
Miami, FL 33131

ARTICLE VII

The Corporation shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a director or officer of the

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Corporation, or any person who is or was serving at the request of the Corporation as a director or officer of another corporation, no employee or agent of the Corporation may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VIII

The name and address of the incorporator of the Corporation is Ricardo Bajandas, De La Peña, Villanueva, & Bajandas, LLP, 601 Brickell Key Drive, Suite 705, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation to be effective as of the 1st day of October, 1998.

  
Ricardo Bajandas, Incorporator

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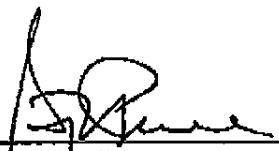
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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for Brickell Bay Equities Corporation, at the place designated in the articles of incorporation: (i) I agree to act in this capacity; (ii) I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties; and (iii) I accept the duties and obligations of acting as registered agent pursuant to Section 607.0505 of the Florida Business Corporation Act.

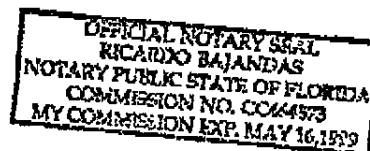
Dated to be effective as of the 1st day of October, 1998.

  
\_\_\_\_\_  
Stephen L. Perrone

The foregoing instrument was acknowledged before me on this 30th day of September, 1998 by Stephen L. Perrone to me personally known and who have taken the oath.

  
\_\_\_\_\_  
Notary Public, State of Florida

RICARDO BAJANDAS  
\_\_\_\_\_  
(Print Name)  
My Commission Expires: \_\_\_\_\_



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