

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

P 990000/6691

Date: February 12, 1999

FILED
99 FEB 19 AM 9:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: BRICKELL 1680 OFFICE MANAGEMENT, INC.
(Proposed corporate name - must include suffix)

800002780758--7
-02/19/99--01057--014
*******17.50 *****17.50**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for: # 10.

<u>X</u>	\$70.00	Filing Fee	800002780758--7 -02/19/99--01057--015 *****17.50 *****17.50
<u> </u>	\$78.75	Filing Fee & Certificate	800002780758--7 -02/19/99--01057--016 *****17.50 *****17.50
<u> </u>	\$122.50	Filing Fee & Certified Copy	
<u> </u>	\$131.25	Filing Fee, Certified Copy & Certificate	

800002780758--7
-02/19/99--01057--017
*******17.50 *****17.50**

FROM: Sordo & Associates, P.A.
1200 Brickell Avenue
Suite 1680
Miami, Florida 33131
(305) 375-9510

NOTE: Please provide the original and one copy of the articles.

F. CHESSE FEB 22 1999.

ARTICLES OF INCORPORATION

ARTICLE I - Name

The name of this corporation is **Brickell 1680 Office Management, Inc.**

ARTICLE II - Principal Office

The mailing address of this corporation shall be: 1200 Brickell Avenue
Suite 1680
Miami, Florida 33131

ARTICLE III - Purpose

This corporation is organized for the purpose of any and all business pursuant to the laws of the State of Florida.

ARTICLE IV- Capital Stock

This corporation is authorized to issue 100 shares of \$.10 par value common stock which shall be designated as "Common Shares".

ARTICLES V - Initial Registered Agent

The street address of the registered office of this corporation is 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 and the name of the registered agent of this corporation at that address is Cesar R. Sordo, Esq.

ARTICLE VI - Board of Directors

The Corporation shall initially have two Directors to hold office until the first annual meeting of stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

Alberto Rodriguez	1200 Brickell Avenue, Suite 1680, Miami, Florida 33131
Alan Shuminer	1200 Brickell Avenue, Suite 1680, Miami, Florida 33131
Cesar R. Sordo	1200 Brickell Avenue, Suite 1680, Miami, Florida 33131
Stephen Vinson	1200 Brickell Avenue, Suite 1680, Miami, Florida 33131

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ARTICLE VII - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII - Indemnification

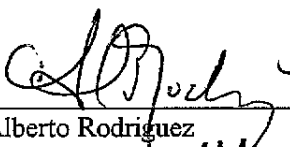
The corporation shall indemnify any Officer or Director, or any ~~former~~ Officer or Director, to the full extent permitted by law.

ARTICLE IX - Amendment


This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the date of the signing.

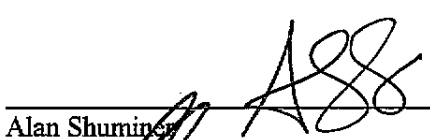
Dated: February 11, 1999



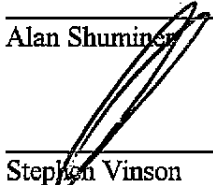
Alberto Rodriguez



Cesar R. Sordo



Alan Shumina



Stephen Vinson

Certificate designated place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

First that Brickell 1680 Office Management, Inc. desiring to organize or qualify under the laws of the State of Florida, has named Cesar R. Sordo, Esq. located at 1200 Brickell Avenue, Suite 1680, Miami, Florida 33131 as its agent to accept service of process within Florida.

Dated: February 11, 1999


Alberto Rodriguez

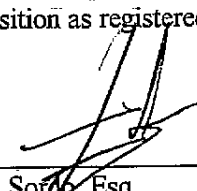

Alan Shumines


Cesar R. Sordo


Stephen Vinson

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 11, 1999


Cesar R. Sordo, Esq.
Fla Bar No. 947946

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