

575271

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TALLAHASSEE, FL

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The Law Offices of
John F. Jankowski, Jr., Esq.
A Professional Association

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Plantation, Florida 33324

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Telefax: (954) 382-4322
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June 29, 2004

Via Fedex
Secretary of State
Division of Corporations
Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

Re: Brown Direct, Inc.
Motorcar Portfolio, LLC


Dear Sir/Madam:

Please find enclosed two (2) separate sets of original Amended and Restated Articles to be filed in the order set forth below, as follows:

1. Amended and Restated Articles of Incorporation of Brown Direct, Inc. (filing fee \$35.00 - # 575271);
2. Amended and Restated Articles of Organization of Motorcar Portfolio, LLC (filing fee \$25.00 - # L03000037246).

Please note that Brown Direct, Inc. is replacing Logicnology, Inc. as the Manager Member and Registered Agent for Motorcar Portfolio, LLC. Accordingly, please find enclosed our check in the amount of \$60.00 to cover the respective filing fees. A separate check of \$8.75 is enclosed for a Certificate of Good Standing for Brown Direct, Inc. Should you have any questions or if we can be of further assistance, please do not hesitate to contact the office of the undersigned.

Very truly yours,



John F. Jankowski, Jr.,
For the Firm

JFJ:ctb
Enclosures

cc: Brown Direct, Inc.
Motorcar Portfolio, LLC

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

BROWN DIRECT, INC.

(f/k/a BROWN DIRECT MAIL/MARKETING SERVICES, INC.)

The undersigned officers and directors of **BROWN DIRECT, INC.** under the Florida Business Corporation Act, adopts these Amended and Restated Articles of Incorporation:

ARTICLE I.
NAME

The name of the corporation (f/k/a Brown Direct Mail/Marketing Services, Inc.) is being changed and the new name shall be:

BROWN DIRECT, INC.

ARTICLE II.
COMMENCEMENT OF EXISTENCE

The corporation was formed on June 9, 1978. The amendments, including name change, under these Amended and Restated Articles of Incorporation shall be effective retroactive to September 30, 2003.

ARTICLE III. PURPOSE

This corporation engages in business sales, marketing and management, and may engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV.
AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 100,000 shares of common stock having a par value of \$.01 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

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TALLAHASSEE, FLORIDA

ARTICLE V.
PRINCIPAL OFFICE AND REGISTERED AGENT

The street and mailing address of the principal office of the corporation is 4401 NW 124th Avenue, Coral Springs, FL 33065.

The name of the corporation's **Registered Agent** is **Gary N. Brown**, whose address is 4401 NW 124th Avenue, Coral Springs, FL 33065.

ARTICLE VI.
BOARD OF DIRECTORS AND OFFICERS

The corporation has one (1) director. The number of directors may be increased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the Director is:

Gary N. Brown
4401 NW 124th Avenue
Coral Springs, FL 33065

The current officers of the corporation are:

President/Secretary-Gary N. Brown
4401 NW 124th Avenue
Coral Springs, FL 33065

ARTICLE VII.
INCORPORATOR

The name and current street address of the incorporator is:

Gary N. Brown
4401 NW 124th Avenue
Coral Springs, FL 33065

ARTICLE VIII.
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE IX.
AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Amended and Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Amended and Restated Articles have been approved by the unanimous approval or consent of all shareholders and board of directors. These Amended and Restated Articles may be further amended by the unanimous approval or consent of the board of directors. Thereafter, every new amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law or in the bylaws.

ARTICLE X.
PREEMPTIVE RIGHTS

Each present shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series at the same percentage that each existing shareholder already holds, to purchase his/her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

ARTICLE XI.
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors and officers, and former directors and officers from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 7th day of June, 2004.


Gary N. Brown, President

STATE OF FLORIDA)
)
COUNTY OF BROWARD)



The foregoing instrument was acknowledged before me this 7th day of June, 2004 by **Gary N. Brown**, President, to me well known to be the person who executed the foregoing articles or who produced PERSONALLY KNOWN as identification and who did take an oath.


Notary Public, State of Florida
Print Name: CYNTHIA M. BENZ
My commission expires: 6-23-06

REGISTERED AGENT

The Registered Agent for **BROWN DIRECT, INC.** shall continue to be **Gary N. Brown**, who ratifies his previous agreement to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of Registered Agent.


BY: _____
Gary N. Brown

These Amended and Restated Articles prepared by:
John F. Jankowski, Jr., Esq., P.A.
2 South University Drive
Suite 265
Plantation, Florida 33324