

**F980000004986**

KELLER & HOUCK  
A PROFESSIONAL ASSOCIATION

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SUITE 3460  
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TELEPHONE (305) 372-9044  
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August 21, 1998

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-08/26/98--01055--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

RE: B & R Group, Inc.

To whom it may concern:

Enclosed is an application for B & R Group, Inc., a South Carolina corporation, to register to do business in the State of Florida. We have also enclosed the Certificate of Existence from the South Carolina Department of State, as well as check number 35105 in the amount of \$70.00.

If you require any additional information, please do not hesitate to contact us.

Very truly yours,

KELLER & HOUCK, P.A.

*Julie K. Rannik*  
Julie K. Rannik

JKR/jc

Enclosures

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP -4 AM 8:48  
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

August 28, 1998

JULIE K. RANNIK  
KELLER & HOUCK  
200 S. BISCAYNE BLVD, SUITE 3460  
MIAMI, FL 33131-5308

SUBJECT: B & R AGENCIES  
Ref. Number: W98000019734

We have received your document for B & R AGENCIES and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the mailing address of the corporation in section 7.

To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the CORPORATE SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6092.

Hart Collins  
Senior Corporate Section Administrator

Letter Number: 398A00044553

# RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned VICTOR JUHAN RANNIK, do hereby certify  
(Name)

that this Resolution of the Board of Directors of B & R GROUP, INC.  
d/b/a B & R AGENCIES  
(Corporate Name)

a corporation duly organized and existing under the laws of the State of SOUTH CAROLINA,

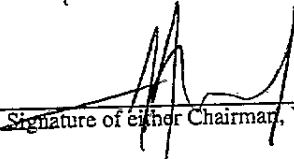
was duly adopted on SEPTEMBER 1, 19 98.

Be it resolved, that B & R GROUP, INC.  
(Corporate Name)

organized and existing in the State of SOUTH CAROLINA, hereby adopts the name

B & R GROUP, INC., d/b/a B & R AGENCIES, INC. for use in Florida.

Dated: September 1st, 1998

  
Signature of either Chairman, Vice Chairman or any officer

VICTOR JUHAN RANNIK  
Type or print name

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DIVISION OF CORPORATIONS  
98 SEP -14 AM 8:48

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. B & R GROUP, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. SOUTH CAROLINA 3. 57-073795  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. AUGUST 19, 1982 5. PERPETUAL  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. SEPTEMBER 8, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 1007 N. AMERICAN WAY, THIRD FLOOR, MIAMI, FLORIDA 33132  
(Current mailing address)

8. STEAMSHIP AGENT, WAREHOUSEMEN, SHIPPER, STEVEDORE, PROTECTIVE AGENT, AND ALL  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida) OTHER BUSINESS NOT PROHIBITED BY LAW.
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JULIE K. RANNIK

Office Address: 200 S. BISCAYNE BLVD, SUITE 3460  
MIAMI, Florida, 33131-5308  
(Zip code)

**10. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and 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.*

Julie K. Rannik  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS  
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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: JAAK E. RANNIK

Address: ABRAHAM LINCOLN 504

SANTO DOMINGO, DOMINICAN REPUBLIC

Vice President: VICTOR JUHAN RANNIK

Address: 975 MORRISON DRIVE

CHARLESTON, SOUTH CAROLINA 29403

Secretary: ANDREW K. EPTING

Address: 16 CHARLOTTE STREET

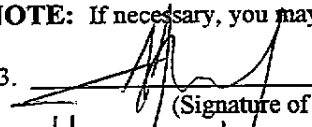
CHARLESTON, SOUTH CAROLINA 29403

Treasurer: FELIPE CASTRO

Address: ABRAHAM LINCOLN 504

SANTO DOMINGO, DOMINICAN REPUBLIC

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. VICTOR JUHAN RANNIK \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

# *The State of South Carolina*



## *Office of Secretary of State Jim Miles* **Certificate of Existence**

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

***B & R GROUP, INC.,***

a corporation duly organized under the laws of the State of South Carolina on **August 13th, 1982**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of  
the State of South Carolina this 5th day of  
August, 1998.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
18 SEP -4 AM 8:48

A handwritten signature of Jim Miles in black ink, written over a horizontal line.

Jim Miles, Secretary of State