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1104 PONCE DE LEON BOULEVARD  
CORAL GABLES, FLORIDA 33134

MJH

JAN A. YELEN  
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MARTIN YELEN (RETIRED)  
IRVING YELEN (1924-1980)

00855-02827-00676-00671

March 12, 2001

1001-6333

800003856298--1  
-03/16/01--01084--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

Re: Brown Holdings, LLC

Dear Madam/Sir:

Enclosed please find a Certificate of Incorporation and  
Certificate designating resident agent for the referenced  
corporation and a check to cover the following:

Filing Fee	\$35.00
Resident Agent Fee	35.00
Certified Copy	8.75
	<hr/>
	\$78.75

FILED  
01 MAR 27 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please forward a certified copy to us.

Very truly yours,

YELEN & YELEN, P.A.

  
JAN A. YELEN

JAY:hr

Enclosures

800003856298--1  
-03/28/01--01003--008  
\*\*\*\*\*76.25 \*\*\*\*\*73.25



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 23, 2001

JAN A. YELEN  
YELEN AND YELEN, P.A.  
1104 PONCE DE LEON BOULEVARD  
CORAL GABLES, FL 33134

SUBJECT: BROWN HOLDINGS, LLC  
Ref. Number: W01000006333

We have received your document for BROWN HOLDINGS, LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$76.25.

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) 487-6967.

Michelle Hodges  
Document Specialist

Letter Number: 401A00016910

ARTICLES OF ORGANIZATION FOR  
FLORIDA LIMITED LIABILITY COMPANY  
OF  
BROWN HOLDINGS, LLC

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Article I  
Name

The name of the Limited Liability Company is: BROWN HOLDINGS, LLC.

Article II  
Address

10102 S.W. 60<sup>th</sup> Avenue  
Miami, Florida 33156

The mailing address and street address of the principal office of the Limited Liability Company is:

10102 S.W. 60<sup>th</sup> Avenue  
Miami, Florida 33156

Article III  
Registered Agent, Registered  
Office & Registered Agent's Signature

The name and the Florida street address of the registered agent are:

WILLIAM T. BROWN, III  
10102 S.W. 60<sup>th</sup> Avenue  
Miami, Florida 33156

FILED  
01 MAR 27 PM 5:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT AS PROVIDED FOR IN CHAPTER 608, F.S.

  
WILLIAM T. BROWN, III

Article IV  
Management

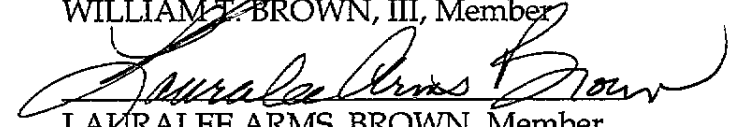
The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



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WILLIAM T. BROWN, III, Member



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LAURALEE ARMS. BROWN, Member