

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**NO2000004352**

Alex Brahm, Inc.

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-06/07/02--01051--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

- Art of Inc. File \_\_\_\_\_
- LTD Partnership File \_\_\_\_\_
- Foreign Corp. File \_\_\_\_\_
- L.C. File \_\_\_\_\_
- Fictitious Name File \_\_\_\_\_
- Trade/Service Mark \_\_\_\_\_
- Merger File \_\_\_\_\_
- Art. of Amend. File \_\_\_\_\_
- RA Resignation \_\_\_\_\_
- Dissolution / Withdrawal \_\_\_\_\_
- Annual Report / Reinstatement \_\_\_\_\_
- Cert. Copy \_\_\_\_\_
- Photo Copy \_\_\_\_\_
- Certificate of Good Standing \_\_\_\_\_
- Certificate of Status \_\_\_\_\_
- Certificate of Fictitious Name \_\_\_\_\_
- Corp Record Search \_\_\_\_\_
- Officer Search \_\_\_\_\_
- Fictitious Search \_\_\_\_\_
- Fictitious Owner Search \_\_\_\_\_
- Vehicle Search \_\_\_\_\_
- Driving Record \_\_\_\_\_
- UCC 1 or 3 File \_\_\_\_\_
- UCC 11 Search \_\_\_\_\_
- UCC 11 Retrieval \_\_\_\_\_
- Courier \_\_\_\_\_

RECEIVED  
02 JUN -7 AM 11:44  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
02 JUN -7 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*ggh*

Signature \_\_\_\_\_

Requested by: SBR

Name \_\_\_\_\_ Date 6/7/02 Time 10:00

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

**Articles of Incorporation**

**OF**

**AlexBrahm, Inc.**

The undersigned incorporator, for the purpose of forming a corporation not for profit under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I: NAME**

The name of this Corporation is: AlexBrahm, Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The street address of the initial principal office is:

P.O. Box 332119  
Miami, FL 33233

The mailing address of this Corporation is:

P.O. Box 332119  
Miami, FL 33233

**ARTICLE III: PURPOSE**

The purpose of the Corporation is to foster the preservation and disposition of hats and related items and to provide all interested parties with information regarding same for educational purposes and to otherwise exercise powers which a corporation not for profit may legally exercise under the laws of the State of Florida.

**ARTICLE IV: ELECTION OF DIRECTORS**

The manner in which the directors are elected or appointed shall be as stated in the By-Laws.

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02 JUN -7 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS**

The name and street address of the initial registered agent of the Corporation is:

David E. Sacks, Esq.  
One Biscayne Tower, Suite 2400  
Two South Biscayne Blvd.  
Miami, Florida 33131

**ARTICLE VI: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

David E. Sacks, Esq.  
One Biscayne Tower, Suite 2400  
Two Biscayne South Biscayne Blvd.  
Miami, Florida 33131

**ARTICLE VII: OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Address:
Dorothee Rubin-Szuch	P.O. Box 332119 Miami, FL 33233
Vice President:	
William Nader	3265 North Country Club Drive Aventura, Florida 33180
Secretary:	
Dorothee Rubin-Szuch	P.O. Box 332119 Miami, FL 33233

**ARTICLE VIII: DIRECTORS**

The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Dorothee Rubin-Szuch

P.O. Box 332119  
Miami, FL 33233

William Nader

3265 North Country Club Drive  
Aventura, Florida 33180

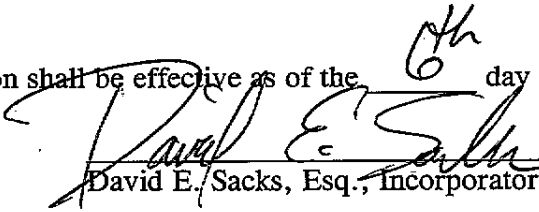
David E. Sacks, Esq.

c/o Pathman Lewis, LLP  
One Biscayne Tower, Suite 2400  
Two South Biscayne Blvd.  
Miami, Florida 33131

**ARTICLE IX: GENERAL PROVISIONS**

The Corporation shall indemnify each director and officer of the Corporation against all or any portion of any expenses reasonably incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer or director of the Corporation (whether or not he continues to be an officer or director at the time of incurring such expenses), to the full extent permitted by and subject only to the limitations and provisions of the laws of the State of Florida and laws of the United States. This provision shall be in addition to any other rights to which those indemnified may be entitled under the By-Laws or otherwise, both as to action in his official capacity and is to continue as to any person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

These Articles of Incorporation shall be effective as of the <sup>6<sup>th</sup></sup> day of June, 2002.

  
David E. Sacks, Esq., Incorporator

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

The Corporation mentioned below, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: AlexBrahm, Inc.
2. The name and address of the registered agent and office is:

David E. Sacks, Esq.  
One Biscayne Tower, Suite 2400  
Two South Biscayne Blvd.  
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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.

  
David E. Sacks, Esq.

Dated: June <sup>6<sup>th</sup></sup>, 2002