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MEMBER  
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May 21, 2001

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

Att: Division of Corporations

Re: BrownPlanet, Inc.

700004323227-4  
-05/25/01-01043-025  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find original and one copy, each fully executed, of the ARTICLES of Incorporation for the above referenced newly formed Corporation. Kindly note that the Resident Agent information is contained on the first page.

I have also enclosed a check for \$78.75,  
to cover the following items:

Filing fees:	\$ 35.00
Resident Agent Designation	35.00
Certified copy of ARTICLES of Incorporation	8.75
Total	\$ 78.75

01 MAY 25 AM 11:56  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please forward to me, as soon as possible, the Certified copy of the ARTICLES of Incorporation,

Should there be any Question concerning the enclosures, please call me collect, rather than return any of the papers.

Thank you.

Very truly yours,

*Stanley H. Apte*

Stanley H. Apte

SHA:la  
Encls.

*PS 4/4/01*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BrownPlanet, Inc.

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: BrownPlanet, Inc.

ARTICLE II NATURE OF BUSINESS

The general nature of business and objects and purposes proposed to be transacted, promoted and carried on are to do any and all of the things, businesses and transactions permitted by the laws of the State of Florida.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2418 N.E. 32nd Ave.  
Ft. Lauderdale, Broward County  
Florida 33305

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 shares of common voting stock having a nominal or par value of One (\$1.00).

ARTICLE V REGISTERED AGENT

The following person is designated as this corporation's agent to accept service of process within the State of Florida in pursuance of Chapter 48.091, Florida Statutes:

STANLEY H. APTE  
530 Lincoln Road Suite 104  
Miami Beach, Florida 33139

Acknowledgment by Registered Agent: Having been named to accept service of process for the above stated corporation at the above address, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

Accepted By:   
STANLEY H. APTE (Registered Agent)

#### ARTICLE VI CORPORATE EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VII INITIAL CAPITAL

The amount of capital with which the corporation will begin business is: One Thousand and No Cents Dollars (\$1,000.00)

#### ARTICLE VIII DIRECTORS

The number of its directors shall be not less than two or more than seven Directors, who need not be stockholders.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Articles Of Incorporation, the By-Laws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESS</u>
TANYA NOREMBERG	2418 N.E. 32nd Ave. Ft. Lauderdale, Florida 33305
JAMES NOREMBERG	2418 N.E. 32nd Ave. Ft. Lauderdale, Florida 33305

#### ARTICLE IX NAMES AND ADDRESSES OF INCORPORATORS

The names and post office addresses of each Incorporator of this Articles of Incorporation, and a statement of the number of shares which they have agreed to purchase are as follows:

<u>NAMES</u>	<u>POST OFFICE ADDRESSES</u>	<u>SHARES</u>	<u>VALUE OF SHARES</u>
TANYA NOREMBERG	2418 N.E. 32nd Ave. Ft. Lauderdale, Florida 33305	100	\$100.00
JAMES NOREMBERG	2418 N.E. 32nd Ave. Ft. Lauderdale, Florida 33305	100	\$100.00

#### ARTICLE X OFFICERS

The officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other offices as may be designated from time to time. Such officers, shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Stockholders. Any person may hold two or more offices except that the President shall not also be the Secretary or assistant Secretary of this corporation.

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ARTICLE XI AMENDMENTS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribing incorporators have hereunto set their hand and seal this 18 day of May 2001, 2001, for the purpose of forming this corporation under the laws of the State of Florida and he hereby makes and files in the Office of the Secretary of State of the State of Florida this Articles Of Incorporation and certifies that the facts therein are true.

X Tanya Norenberg (SEAL)  
TANYA NOREMBERG  
X James Norenberg (SEAL)  
JAMES NOREMBERG

STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

BEFORE ME personally appeared TANYA NOREMBERG and JAMES NOREMBERG, to me well known to me to be or who produced FLA. Drivers License & U.S. Passports for both Tanya & James as identification to be the individual described in and who executed the foregoing Articles Of Incorporation and acknowledged before me that they executed the same for the purposes contained therein.

WITNESS my hand and official seal this 18 day of May 2001, 2001.

Patricia A. Callinan  
NOTARY PUBLIC STATE OF FLORIDA

