

CAPITAL CONNECTION

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FLORIDA PROFIT CORPORATION OR P.A.

M. BRUMMEL CO.

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*Articles of Incorporation
For
M. BRUMMEL CO.*

The undersigned for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

**Article I
Name of Corporation**

The name of this corporation shall be M. BRUMMEL CO.

**Article II
Purposes**

The general purposes for which the corporation is organized is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

**Article III
Capital Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be 1000 shares of common stock at \$1.00 per share par value. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.

Each shareholder shall have the first right to purchase shares (and securities convertible into shares) of any class, or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares each shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him/her to exercise his/her preemptive rights.

Prepared by: Douglas E. Ede, Esquire
Salas, Ede, Peterson & Lugo, L.L.C.
6333 Sunset Drive
South Miami, Florida 33143
Phone Number (305) 663-0000
Florida Bar Number 764787

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**Article IV
Duration**

This corporation shall have perpetual existence.

**Article V
Board of Directors**

The corporation shall have a Board of Directors consisting of at least one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Shareholders but shall never be less than one. The name and address of the Initial Director of this corporation is:

Patricia A. Blanco
13615 S. Dixie Highway
Suite 545
Miami, Florida 33176

**Article VI
Informal Shareholder Action**

Any action that may be taken at a Shareholder's meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the Shareholders entitled to vote upon such action and filed with the Secretary of the corporation as part of the corporate records.

**Article VII
Informal Director Action**

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**Article VIII
Indemnification**

The corporation may indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of the corporation.

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**Article IX
Bylaw Amendment**

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors provided that such amendment be in compliance with the laws of Florida governing corporation.

**Article X
Registered Agent**

The address of this Corporation's initial registered office and the designated initial registered agent at said address is as follows:

Douglas E. Ede
6333 Sunset Drive
South Miami, Florida 33143

**Article XI
Incorporator**

The name and address of the incorporator is as follows:

Patricia A. Blanco
13615 S. Dixie Highway
Suite 545
Miami, Florida 33176

**Article XII
Corporate Address**

The mailing address of the corporation is as follows:

M. BRUMMEL CO.
c/o Patricia A. Blanco
13615 S. Dixie Highway
Suite 545
Miami, Florida 33176

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida, on this 15th day of October, 2004.


Patricia A. Blanco
Incorporator

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CAPITAL CONNECTION


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REGISTERED AGENT ACCEPTANCE

IN WITNESS WHEREOF, the undersigned hereby accepts the appointment of Registered Agent, and states that it is familiar with, and accepts the obligations provided for in *Section 607.0505, Florida Statutes.*


Douglas E. Ede
6333 Sunset Drive
South Miami, Florida 33143

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

The preceding or attached instrument was acknowledged before me on the _____ day of October, 2004 by Douglas E. Ede, who is personally known to me and did not take oath.

{Notary Seal}

Signature of Notary Public

Print or Type Name of Notary Public

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