

To: Fla. Dept. of State
Subject: 000409.125595
Division of Corporations

From: Tim W. Seidenbach

Thursday, May 27, 2010 11:59 AM Page: 1 of 5

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**Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850) 617-6381

From: Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

000409.125595

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TALLAHASSEE, FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION
BROWNS HOLDING, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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To: FL Dept of State
Subject: 000409.125595.3

From: Kim Weidenbach

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BROWNS HOLDING, LLC
157 Collins Avenue
2nd Floor
Miami Beach, Florida 33139

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

BROWNS HOLDING, LLC, a Florida limited liability company (the "Company"), organized on May 30, 2003 does hereby grant permission and approves the filing of the Articles of Incorporation in Florida for the following corporation:

BROWNS HOLDING, INC.

The undersigned, Managing Member of the Company has executed this Written Consent Granting Approval for Use of Name on behalf of the Company this ____ day of May, 2010.

BROWNS HOLDING, LLC,
a Florida limited liability company



Myles A. Chafetz

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**ARTICLES OF INCORPORATION
OF
BROWNS HOLDING, INC.**

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TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is Browns Holding, Inc. (hereinafter the "Corporation").

ARTICLE II

The address of the principal office and mailing address of the Corporation is 157 Collins Avenue, 2nd Floor, Miami Beach, Florida 33139.

ARTICLE III

The purpose for which the Corporation is organized is to transact any lawful business.

ARTICLE IV

This Corporation shall have the authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding shares of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

ARTICLE V

The street address of the Corporation's initial registered office is 515 East Park Avenue, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE VI

The name of the Incorporator is Robin Schafer, Esq. and the address of the Incorporator is One S.E. Third Avenue, 25th Floor, Miami, Florida 33131.

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ARTICLE VII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida, has signed these Articles of Incorporation this 26th day of May, 2010.



Robin Schafel, Incorporator

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**CERTIFICATE OF
ACCEPTANCE BY REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of BROWNS HOLDING, INC., a Florida corporation (the "Corporation"), in the Corporation's articles of incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's articles of incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 26th day of May, 2010.

CorpDirect Agents, Inc., Registered Agent

By: 
Name: Michele Holden
Title: Assistant Secretary

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TALLAHASSEE, FLORIDA

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