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Proforma Accounting &
Consulting Services
812 N. Highland Ave.
Suite 2A
Orlando, FL 32803
(407) 516-1111

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OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 AM 8:15

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

2-9
KAN

**ARTICLES OF INCORPORATION
OF
BROWN & MIGUEL ENTERPRISES, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The Name of this corporation shall be BROWN & MIGUEL ENTERPRISES, INC.

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR

The corporation is authorized to issue One Hundred (100) shares of capital stock, all of one class, at One Dollar (\$1.00) par value.

All shares of the corporation are subject to the following restrictions:

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ARTICLES OF INCORPORATION OF
BROWN & MIGUEL ENTERPRISES, INC.
Page 2

(A) OFFER: Before there can be a valid sale, encumbrance, disposition or transfer of any of the shares of the corporation by any holder thereof, such holder shall first offer said shares to the corporation and then to the other shareholder in the following manner:

1. Such offering shareholder shall deliver a notice in writing by certified mail, return receipt requested, or by hand delivery to the Secretary of the corporation stating the price, terms, and conditions of such proposed sale, encumbrance, disposition or transfer, the number of shares to be sold, encumbered, disposed of or transferred, and his intention to so sell, encumber, dispose of or transfer such shares. The Secretary shall furnish each and every holder of any outstanding shares notice of this offer, within five (5) business days, by sending notice of the offer by certified mail return requested, or by actual delivery. Within sixty (60) days from the date of the aforementioned delivery of the notice to the corporation by the offering shareholder, the corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, or for such share's book value, whichever is less; provided, however, that the corporation shall not at any time be permitted to purchase all of its outstanding voting shares. The term "book value" shall mean the value of the capital stock of the corporation as shall be determined by the

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corporation's accountant in accordance with generally accepted accounting principles, giving due regard to prior accounting methods of the corporation. The date of determination of "book value" shall be the day the offer is delivered to the Secretary of the corporation as set forth herein. If the corporation and the offering shareholder are unable to agree as to the "book value" of the shares in question, the matter shall be submitted by the corporation and the offering shareholder to arbitration as follows: The corporation and the offering shareholder shall each appoint a Certified Public Accountant and the so appointed Certified Public Accountant shall then appoint an impartial Certified Public Accountant, and the decision of the said impartial Certified Public Accountant shall be final and binding upon the corporation, shareholder, their heirs, assigns, personal representatives, executors and administrators. The cost of the impartial Certified Public Accountant shall be borne equally by the parties unable to reach agreement hereunder. Should the corporation fail to purchase the shares at the expiration of the sixty (60) day period, or prior thereto decline, in writing, to purchase the shares, the Secretary of the corporation shall, within five (5) days thereafter, mail by certified mail, return receipt requested, or hand deliver to each of the other shareholders of record a copy of the notice given by the offering shareholder to the Secretary, notifying the shareholders that the corporation had failed or declined to

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BROWN & MIGUEL ENTERPRISES, INC.
Page 4

purchase the offered shares. Such notice may be delivered to the other shareholders personally, or may be mailed to them at their last known address as such address may appear on the books of the corporation. Within sixty (60) days after the mailing or delivering of the copies of the offer to the shareholders with notice of the corporations declination or failure to purchase the offered shares, any such shareholder or shareholders desiring to acquire any part of all the shares referred to in the notice shall deliver by certified mail, return receipt requested, to the Secretary of the corporation a written acceptance, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice or for such shares' book value, whichever is less. The offering shareholder and the accepting shareholder(s) are free to negotiate such other price and terms for the transfer of the shares from the offering shareholder to the accepting shareholder upon terms mutually agreeable between them. Upon acceptance of the offer, or upon a final agreement being otherwise reached, the purchasing shareholder shall have five (5) business days to tender the full purchase price to the offering shareholder, and the offering shareholder shall accept the said price and deliver the shares to the accepting shareholder, with written evidence of the transfer being executed by both parties.

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BROWN & MIGUEL ENTERPRISES, INC.
Page 5

2. If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each shareholder shall be so notified in writing by the corporation and shall be entitled to purchase such shares as the number of shares of the corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares. The Shareholders shall have thirty (30) days from the date of receipt of such notice, within which to accept the offer to purchase part of the excess shares.

3. If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder shall be notified in writing of such excess and each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment. The shareholders shall have thirty (30) days from the date of receipt of such notice, within which to accept the offer to purchase part of the excess shares.

4. If within the time allowed above, the offer of offers to purchase aggregate less than the number of shares to be sold or

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BROWN & MIGUEL ENTERPRISES, INC.
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transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to in his notice to any person or persons whomsoever; provided, however, that he shall not sell, encumber, dispose of or transfer such shares at a lower price or on terms more favorable to the purchaser or transferrer than those specified in his notice to the Secretary of the Corporation.

5. A written offer, as required in this ARTICLE FOUR to be given to the corporation by an offering shareholder to the corporation, shall be made prior to any proposed passage, encumbrance, or disposition of any share whatsoever, including, but not limited to, passage, encumbrance or disposition by sale, delivery, assignment, gift, exchange, transfer, distribution by a personal representative, or distribution by a trustee. In the case of death of any person owning share in the corporation, his personal representative or executor or administrator shall make a written offer to the corporation prior to any distribution passage, encumbrance, or disposition of share, such offer to be made as soon as practicable, but in any event within ninety (90) days after the date of death. In case of the passage encumbrance or disposition of share in any voluntary or involuntary manner whatsoever, including, but not limited to passage, encumbrance or disposition in the manner mentioned above as well as under judicial order. legal

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BROWN & MIGUEL ENTERPRISES, INC.
Page 7

process, execution, attachment, enforcement or pledge of trust, or encumbrance or sale under any of them, the purchaser or one to whom the share passes or disposed of, shall make a written offer to the corporation within thirty (30) days after the passage, encumbrance, or disposition, if an offer had not previously been made in connection with the passage, encumbrance or disposition in conformity herewith.

(B) SHAREHOLDER'S OBLIGATION: Any shareholder who desires to sell his shares shall be required to fully comply with this ARTICLE FOUR by first offering his shares to the corporation and then to the remaining shareholders at the price and on the terms herein provided.

(C) STOCK ENDORSEMENT: Each share of stock issued subject to these Articles of Incorporation shall be endorsed as follows:

The shares of stock evidenced by this certificate and the transfer thereof are subject to all restrictions and options in regard to its purchase, pledge, hypothecation, gift, encumbrance or transfer by the provisions contained in the corporation's Articles of Incorporation, a copy of which is on file in the Registered Office of the corporation and with the Florida Secretary of State, that any shareholder desiring to sell all or a part of his shares in the corporation must first offer it to the corporation and then to the other shareholders in a manner their set forth before selling, encumbering, transferring or otherwise disposing of it to a nonshareholder. The shares of this corporation, and the voting rights thereof, are further restricted by a shareholder's agreement, a copy of which is on file in the Registered Office of the corporation."

ARTICLE FIVE

The corporation shall not have any directors. The business of the corporation shall be managed by the shareholders in conformance with these Articles.

(a) **SHAREHOLDER QUORUM AND VOTING:** A majority of the outstanding shares of all stock entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Shareholders shall be deemed present at any meeting if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used, so long as all parties to the communication are aware that the shareholders' meeting is called to order.

(b) **INFORMAL ACTION:** If all shareholders severally or collectively consent in writing to any action taken or to be taken by the corporation and the writing or 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 shareholders.

ARTICLE SIX

The corporation shall be allowed to indemnify any officer, or former officer, to the full extent permitted by law.

ARTICLE SEVEN

The power to adopt, alter, amend or repeal the by-laws of this corporation or these Articles of Incorporation shall be vested in the shareholders.

ARTICLE EIGHT

The date the corporate existence of this corporation shall commence on the date these Articles of Incorporation are filed with the Florida Secretary of State.

ARTICLE NINE

The names and addresses of the Incorporators signing these Articles of Incorporation

MIGUEL A. DE OLIVEIRA
6550 International Drive, Suite 103
Mic Lake Plaza
Orlando, Florida 32819

C. R. BROWN
6550 International Drive, Suite 103
Mic Lake Plaza
Orlando, Florida 32819

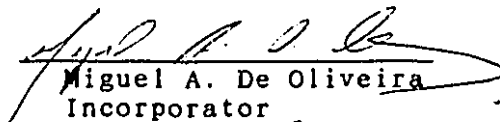
ARTICLE OF INCORPORATION OF
BROWN & MIGUEL ENTERPRISES, INC.
Page 10

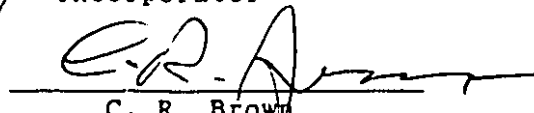
ARTICLE TEN

The name of the initial registered agent and the address of
the initial registered office is:

JOSE L. RAMOS
PROGRESSIVE ACCOUNTING &
CONSULTING SERVICES
833 N. Highland Avenue, Suite a
Orlando, Florida 32803

IN WITNESS HEREOF, the undersigned Incorporators have executed
these Articles of Incorporation this 1st day of
FEBRUARY, 1995.

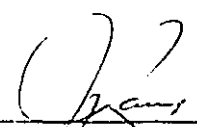

Miguel A. De Oliveira
Incorporator


C. R. Brown
Incorporator

ARTICLE XI
PRINCIPAL OFFICE

At present, the principal office of the corporation is: 6550
International Drive, Suite 103, Mc Lake Plaza, Orlando, Florida
32819.

IN WITNESS WHEREOF, the undersigned incorporators have
executed these Articles of Incorporation this 1st day of
FEBRUARY, 1995.



NOTARY PUBLIC, State of Florida

My Commission Expires:



JOSE L RAMOS
My Commission CC418177
Expires Oct. 25, 1998
Bonded by HAI
800-422-1555

ARTICLES OF INCORPORATION OF
BROWN & MIGUEL ENTERPRISES, INC.
Page 12

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE AND MANAGING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the
following is submitted in compliance with said Act:

First that: BROWN & MIGUEL ENTERPRISES, INC. desiring to
organize under the laws of the State of Florida, with its principal
office as indicated in the Articles of Incorporation at the County
of ORANGE, State of Florida, has named Jose L. Ramos located at
837 North Highland Avenue, Suite 2A, Orlando, Florida 32803, as its
Registered Agent to accept service or process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at the place designated in this certificate, I
hereby accept to act in this capacity and agree to comply with the
provision of said Act relative to keeping open said office.



Jose L. Ramos
Registered Agent

P95000010822

Requestor's Name
C R Brown
U Spy Store III
Address
5227 E Colonial Dr
Orlando, FL 32807
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #) 800001922378
-08/14/96--01101--007
*****43.75 *****43.75
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NC
8/12

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION

OF

BROWN & MIGUEL ENTERPRISES, INC.

FILED
95 AUG 12 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 607, Florida State Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation, filed on the 6th day of February, 1995,

_____.

FIRST: The name of the corporation is amended:

From: **BROWN & MIGUEL ENTERPRISES, INC.**

To: **U-SPY STORE II, INC.**

SECOND: The address of the Corporate Office has changed and is as follows:

From: 6550 International Drive, Suite 103, McLake Plaza, Orlando, Florida 32819

To: 5227 E. Colonial Drive, Orlando, Florida 32807

THIRD: One Incorporator is no longer associated with the business. His name is as follows:

MIGUEL A. De OLIVEIRA

FOURTH: The Board of Directors have changed and are as follows:

C. R. BROWN

5227 E. Colonial Drive
Orlando, Florida 32807

GEORGE FOURNIOTIS

1600 Oak Terrace Road
Lake Plaza, Florida 33852

FIFTH: The Officers of the Corporation have changed and are as follows:

President and Secretary: **C. R. BROWN**
5227 E. Colonial Drive
Orlando, Florida 32807

Vice-President and Treasurer: **GEORGE FOURNIOTIS**
1600 Oak Terrace Road
Lake Plaza, Florida 33852

SIXTH: No Stock has yet been issued in the corporation under the new name. When stock is issued it will be common stock at a \$1.00 par value. There will be at least 1000 shares issued.

SEVENTH: The Registered Agent has changed as follows:

From: **JOSE L. RAMOS**
6550 International Drive
Orlando, Florida 32819
To: **C. R. BROWN**
5227 E. Colonial Drive
Orlando, Florida 32807

EIGHTH: The amendment was adopted by the new Board of Directors on the 10th day of July, 1996.

**THIS ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BROWN & MIGUEL
ENTERPRISES, INC. CONTAIN EIGHT ARTICLES**

DATED: 8th day of AUGUST, 1996.

IN WITNESS WHEREOF, the undersigned directors have executed these ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF BROWN & MIGUEL ENTERPRISES, INC.

U-SPY STORE II, INC.

By:

C. R. BROWN

Incorporator/ Director

By:

GEORGE FOURNIOTIS

Director

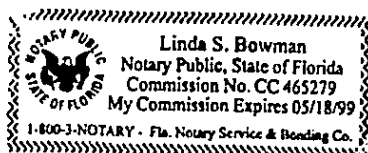
STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, this day personally appeared, C. R. BROWN and GEORGE FOURNIOTIS, who, after being duly placed under oath, swore that the foregoing is true and correct and they subscribed their names hereto in certification thereof.

THEY PRODUCED AS IDENTIFICATION THE FOLLOWING:

- a. They are personally known to me.
- b. Driver's or Identification Card issued within the past five (5) years,
FL# _____ and FL# _____
- c. Other: _____

WITNESS MY HAND and official seal in Orange County, Florida on this 31st day of July, 1996.



Linda S. Bowman
NOTARY PUBLIC

My Commission Expires:

CERTIFICATE AND ACKNOWLEDGEMENT OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

OF

U-SPY STORE II, INC.

Pursuant to Florida Statutes 48.091 and 607.0501, the following is submitted:

The above corporation, desiring to organize under the laws of the
State of Florida with registered office as indicated in the Articles
of Amendment to Articles of Incorporation of Brown & Miguel
Enterprises, Inc. (n/k/a U-SPY STORE II), at:
INC.

5227 E. Colonial Drive, Orlando, Florida 32807

has named **C. R. BROWN**, located at the aforesaid address, as its
Registered Agent to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as **Registered Agent** to accept service of process for the above stated corporation at
the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to
act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



C. R. BROWN, Registered Agent