

SECRETARY OF STATE

180.120 1911

S

4:08 PM

((H96000008677))

PUBLIC ACCESS SYSTEM

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

ELECTRONIC FILING

COVER SHEET
FROM: MICHAEL K1 COMPANY

DATE OF FILING
109 EAST GUNES STREET

SUITE 200

ALLAHABAD FL 32310

MIAMI FL 33133

FAX: (904) 922-4000

CONTACT: RAY

PHONE: (305) 541-3094

FAX: (305) 541-3770

((H96000008677))

DOCUMENT TYPE:

FLORIDA PROFIT CORPORATION OR P.A.

NAME: BRANDS ELECTRONICS CORP.

FAX AUDIT NUMBER: H96000008677

CURRENT STATUS: REQUESTED

DATE REQUESTED: 06/20/1996

TIME REQUESTED: 16:06:11

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 4

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 072450003255

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H96000008677))

** ENTER 'M' FOR MENU, **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2

NUM CAPS Connect: 00:04:21

4/21

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 JUN 21 AM 11:39

FILED

NOTED BY NOTARY

96 JUN 21 AM 7:45

SECRETARY

(4)

H9 600 0008677

**ARTICLES OF INCORPORATION
OF
BRANDS ELECTRONICS CORP.**

I, the undersigned, a natural person competent to contract, do hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation shall be:

BRANDS ELECTRONICS CORP.

**ARTICLE II
GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
CAPITAL STOCK**

A. The total authorized capital stock of this Corporation is One Thousand (1,000) shares of Common Stock, par value \$1.00 per share.

B. Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE IV
TERM OF EXISTENCE**

This Corporation shall exist perpetually.

**ARTICLE V
ADDRESS OF PRINCIPAL OFFICE IN THIS STATE**

The initial street address of the principal office of this Corporation in the State of Florida is: 169 East Flagler Street, Suite 1527, Miami, Florida 33131. The Board of Directors may from time to time move the principal office to another address in Florida.

H9 600 0008677

PRESENTED BY:

Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 847534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131. 305-381-9096

FILED
56 JUN 21 AM 11:39
SECRET
RECEIVED
JUN 21 1967
FBI - MIAMI

6000008677

**ARTICLE VI
NUMBER OF DIRECTORS**

This corporation shall have not less than one (1) Director.

**ARTICLE VII
FIRST BOARD OF DIRECTORS**

The name and street address of the initial members of the Board of Directors are:

OLGARIO GONCALVES DOS RAMOS
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

ZULEIMA N. OMAÑA DE GONCALVES
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

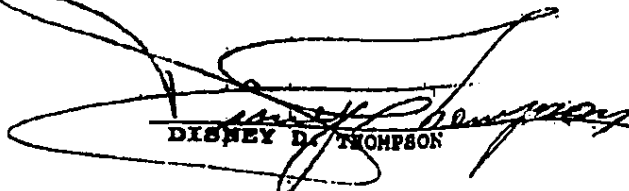
CECILIA FRANKEL
169 EAST FLAGLER STREET
SUITE 1527
MIAMI, FLORIDA 33131

**ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is: 169 East Flagler Street, Suite 1527, Miami, Florida 33131 and the name of the initial registered agent of this Corporation at the address is: DISNEY D. THOMPSON

ARTICLE IX- INCORPORATOR

The name and address of the person signing these Articles of Incorporation is: DISNEY D. THOMPSON, 169 East Flagler Street, Suite 1527, Miami, Florida 33131.


DISNEY D. THOMPSON

6000008677

PRESENTED BY:

Disney D. Thompson, Esquire, DISNEY D. THOMPSON & ASSOC.,
P.A., Florida Bar No. 647534. 169 East Flagler Street, Suite
1527, Miami, Florida 33131.

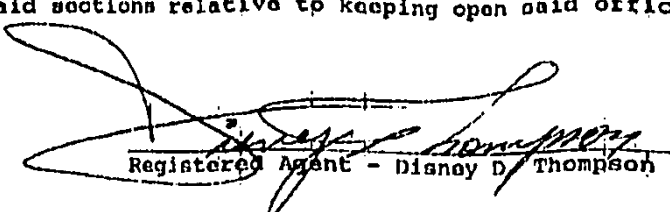
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 49.091 and Section 607.034 (3) Florida Statutes, the following is submitted:

BRANDS ELECTRONICS CORP., a corporation being organized under the laws of the State of Florida, with its principal place of business: 169 East Flagler Street, Suite 1527, Miami, Florida 33131, has named **DISNEY D. THOMPSON**, located at 169 East Flagler Street, Suite 1527, Miami, Florida 33131, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby state that I am familiar with, and accept the obligations provided for in Florida Statutes Section 607.325, that I hereby accept to act in this capacity and agree to comply with the provisions of said sections relative to keeping open said office.


Registered Agent - Disney D. Thompson

FILED
96 JUN 21 11 18 39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PRESENTED BY:

Disney D. Thompson, Esquire, **DISNEY D. THOMPSON & ASSOC.**,
P.A., Florida Bar No. 847036. 169 East Flagler Street, Suite
1527, Miami, Florida 33131.

H9 6000008677

H9 6000008677