P96000070421

BRAMAN MANAGEMENT ASSOCIATION

BRAMAN MANAGEMENT ASSOCIATION
ONE S.E. THIRD AVENUE • SUITE 2130 • MIAMI, FLORIDA 33131 • TELEPHONE (305) 358-1000 • FAX (305) 358-5811

STANLEY J. KRIEGER
GENERAL COUNSEL

August 20, 1996

VIA FEDERAL EXPRESS (904-487-6052)

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

200001929662
-08/22/96--01058--005
****122.50 ****122.50

Re: Braman Transporation, Inc.

Dear Sirs:

Enclosed are, in triplicate, for filing, Articles of Incorporation for the above named corporation, together with a check i the sum of $122.50 representing filing fees and fees for a certified copy of the Articles as filed.

Please return to me the certified copy. Thank you.

Very truly yours,

STANLEY J. KRIEGER

FILED
96 AUG 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SJK:asr
Encls.

AUG 2 3 1996 BSB

div-corp.ltr

ARTICLES OF INCORPORATION
OF
BRAMAN TRANSPORTATION, INC.

FILED
96 AUG 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BRAMAN TRANSPORTATION, INC. (hereinafter called the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is: Suite 2130, 1 S.E. Third Avenue, Miami, Florida 33131.

ARTICLE III

The aggregate number of shares which the corporation shall have authority to issue is One hundred (100) shares of voting common stock, no par value per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

(1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or

(2) If the holders of not less than 50 percent of the persons entitled to vote on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is Suite 2130, 1 S.E. Third Avenue, Miami, Florida 33131, and the name of its initial registered agent as such office is **Stanley J. Krieger.**

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is one, and the name and address of the member of the initial Board of Directors, who will serve as the Corporation's director until his successors are duly elected and qualified is:

Norman Braman
Suite 2130
1 S.E. Third Avenue
Miami, Florida 33131

ARTICLE VII

The name of the Incorporator is Stanley J. Krieger and the address of the Incorporator is Suite 2130, 1 S.E. Third Avenue, Miami, Florida 33131.

ARTICLE VIII

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 on this 20th day of August, 1996.

Stanley J. Krieger, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of BRAMAN TRANSPORTATION, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes 607.0505.

Stanley J. Krieger, Registered Agent

Dated: August 20, 1996

FILED
96 AUG 22 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Tallahassee, FL 32301-2607
800-342-8086

P96000070421

CSC networks
Prentice Hall
Legal & Financial Services

ACCOUNT NO. : 072100000032

REFERENCE : 102953 4303929

AUTHORIZATION : Patricia Page

COST LIMIT : $ 87.50

ORDER DATE : September 30, 1996

ORDER TIME : 10:13 AM

ORDER NO. : 102953

CUSTOMER NO: 4303929

900001959779

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
96 SEP 30 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
96 SEP 30 AM 11:33
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: BRAMAN MOTORS, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

Amendment 9-30-96

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: DL

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BRAMAN MOTORS, INC.

FILED
96 SEP 30 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is BRAMAN MOTORS, INC. (hereinafter called the "Corporation").

2. Article III of the Corporation's Articles of Incorporation is deleted and replaced by new Article III, as follows:

"<u>ARTICLE III</u>

This Corporation shall have authority to issue Three Thousand (3,000) shares of Common Stock no par value per share."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted without shareholder action by the written consent of the sole Director pursuant to Section 607.1005 of the Florida business Corporation Act. Since the Corporation has not yet issued shares, shareholder action was not required.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned sole Director of the Corporation has executed these Articles of Amendment, this 27th day of September, 1996.

BRAMAN MOTORS, INC.

By: [signature]
NORMAN BRAMAN,
Director

A LOCAL OFFICE
TO KNOW YOU BETTER,
A NATIONWIDE NETWORK

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

P96000070421

CSC Networks

FILED
96 SEP 26 PM 1:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 100247 4303929

AUTHORIZATION : Patricia Piggott

COST LIMIT : $87.50

Name Change amend

ORDER DATE : September 26, 1996

ORDER TIME : 2:10 PM

ORDER NO. : 100247

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

500001958525

RECEIVED
96 SEP 26 PM 4:17
DIVISION OF CORPORATION

DOMESTIC AMENDMENT FILING

NAME: BRAMAN TRANSPORTATION, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
_____ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

Name Availability 9/26/96 RDW
Document Examiner RDW
Updater RDW
Verifier RDW
Acknowledgment RDW
W.P. Verifyer RDW

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BRAMAN TRANSPORTATION, INC.

96 SEP 26 PM
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006 of the Florida Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of this Corporation is BRAMAN TRANSPORTATION, INC. (hereinafter called the "Corporation").

2. Article I of the Corporation's Articles of Incorporation is deleted and replaced by new Article I, as follows:

"ARTICLE I
CORPORATE NAME

The name of the Corporation shall be: BRAMAN MOTORS, INC."

3. Except as hereby amended, the Articles of Incorporation of the Corporation shall remain the same.

4. The amendment made herein to the Articles of Incorporation of the Corporation was adopted without shareholder action by the written consent of the sole Director pursuant to Section 607.1005 of the Florida business Corporation Act. Since the Corporation has not yet issued shares, shareholder action was not required.

5. The effective date of this amendment shall be upon the filing of these Articles of Amendment.

IN WITNESS WHEREOF, the undersigned sole Director of the Corporation has executed these Articles of Amendment, this 26th day of September, 1996.

BRAMAN TRANSPORTATION, INC.

By: ______________________
NORMAN BRAMAN,
Director

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A NATIONWIDE NETWORK
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1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
904-222-9171
904-222-[illegible] FAX

800-342-8086

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CSC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 109661 4303929

AUTHORIZATION : Patricia Piggott

COST LIMIT : $ 70.00

ORDER DATE : October 4, 1996

ORDER TIME : 11:32 AM

ORDER NO. : 109661

500001965565

CUSTOMER NO: 4303929

CUSTOMER: Esther J. Forbes, Legal Asst
Greenberg Traurig Hoffman
20th Floor
1221 Brickell Avenue
Miami, FL 33131-3238

FILED
96 OCT -4 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

N.B. MOTORS, INC.

INTO

BRAMAN MOTORS, INC.

RECEIVED
96 OCT -4 AM 11:57
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY

N. HENDRICKS OCT - 4 1996

CONTACT PERSON: Juan E Jones

EXAMINER'S INITIALS: ________

ARTICLES OF MERGER
Merger Sheet

MERGING:

N.B. MOTORS, INC., A FLORIDA CORPORATION, F78678

INTO

BRAMAN MOTORS, INC., a Florida corporation, P96000070421.

File date: October 4, 1996

Corporate Specialist: Nancy Hendricks

Account number: 072100000032 Account charged: 70.00

FILED
96 OCT -4 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
N.B. MOTORS, INC., A FLORIDA CORPORATION
INTO
BRAMAN MOTORS, INC., A FLORIDA CORPORATION

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, N.B. MOTORS, INC., a Florida corporation ("NB") and BRAMAN MOTORS, INC., a Florida corporation ("BRAMAN"), adopt the following Articles of Merger for the purpose of merging NB with and into BRAMAN (the "Merger").

FIRST: The Agreement and Plan of Merger is attached hereto as Exhibit "A".

SECOND: The Agreement and Plan of Merger was adopted by the shareholders of NB and BRAMAN by unanimous written consent in accordance with the provisions of Sections 607.0704 and 607.1103 of the Florida Business Corporation Act effective as of October 4, 1996.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto effective as of the 4th day of October, 1996.

N.B. MOTORS, INC.

By: ______________________
Norman Braman, Chairman

BRAMAN MOTORS, INC.

By: ______________________
Norman Braman, President

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective as of October 4, 1996, between **N.B. MOTORS, INC.**, a Florida corporation ("NB"), and **BRAMAN MOTORS, INC.**, a Florida corporation ("BRAMAN" or the "Surviving Corporation").

NB has issued and outstanding 2,187.5 shares of Common Stock, par value $1.00 per share (the "NB Shares"), which shares are owned as follows:

Norman Braman	-	1,575.0
Edward R. Leibowitz	-	525.0
Stanley J. Krieger	-	43.75
Robert Bernstein	-	43.75

BRAMAN has issued and outstanding 2,187.5 shares of Common Stock, with no par value (the "BRAMAN Shares"), which shares are owned as follows:

Norman Braman	-	1,575.0
Edward R. Leibowitz	-	525.0
Stanley J. Krieger	-	43.75
Robert Bernstein	-	43.75

NB and BRAMAN desire to effect the statutory merger of NB with and into BRAMAN, with BRAMAN to survive such merger (the "Surviving Corporation").

1. Constituent Corporations. NB and BRAMAN shall be parties to the merger (the "Merger") of NB with and into BRAMAN.

2. Terms and Conditions of Merger. NB (the "Constituent Corporation") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into BRAMAN, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporation shall cease. On the Effective Date, the Surviving Corporation shall assume the obligations of the Constituent Corporation.

3. Capital Stock; Conversion of Shares. Upon the Effective Date, the NB Common Stock presently issued and outstanding shall be retired. Upon the Effective Date, each issued and outstanding share of BRAMAN Common Stock shall remain issued and outstanding.

4. Articles of Incorporation. The Articles of Incorporation of BRAMAN as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and

shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

5. Bylaws. The Bylaws of BRAMAN as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.

6. Directors and Officers. The directors and officers of BRAMAN in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

7. Effective Date. The Merger shall become effective on October 4, 1996 (the "Effective Date").

8. Amendment of Plan of Merger. The Board of Directors of each of BRAMAN and NB is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

N.B. MOTORS, INC.

By: ____________________
Norman Braman, Chairman

BRAMAN MOTORS, INC.

By: ____________________
Norman Braman, President