

P96000070421



THE UNITED STATES CORPORATION COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 916715 4303929
AUTHORIZATION : Patricia Pzyts
COST LIMIT : \$ 87.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG -5 PM 4: 27

FILED

ORDER DATE : August 5, 1998
ORDER TIME : 1:15 PM
ORDER NO. : 916715-015
CUSTOMER NO: 4303929

Amend

CUSTOMER: Ms. Karen Przechalski
Greenberg Traurig
1221 Brickell Avenue
20th Floor
Miami, FL 33131

400002608384--6

DOMESTIC AMENDMENT FILING

NAME: BRAMAN MOTORS, INC.

EFFECTIVE 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

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

98 AUG -5 PM 1:53

RECEIVED

DDW
8/5/98

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

98 AUG -5 PM 4:27
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 MOTORS, INC., Charter No. 96000070421.

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

ARTICLE III

The aggregate number of shares which this Corporation shall have authority to issue is (i) Seven Thousand Five Hundred (7,500) shares of voting common stock, \$.01 par value (the "Class A Common Stock") and (ii) Sixty Seven Thousand Five Hundred (67,500) shares of non-voting common stock, \$.01 par value (the "Class B Common Stock"). Fully paid stock of this Corporation shall not be liable to any further call or assessment.

The holders of Class A Common Stock and Class B Common Stock shall have identical rights with respect to (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Common Stock shall not be entitled to vote on matters affecting the Corporation.

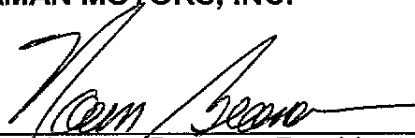
3. Each share of the issued and outstanding common stock of the Corporation in existence immediately prior to the foregoing amendment, shall be reclassified into One (1) share of Class A Common Stock and Nine (9) shares of Class B Common Stock, without any action on the part of the holders thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit A.

4. The above and foregoing was adopted by the sole Director of the Corporation and the majority Shareholder of the Corporation, the number of votes cast being sufficient for approval, on August 3, 1998 in the manner prescribed by Section 607.1003 and 607.0704 of the Florida Business Corporation Act.

IN WITNESS WHEREOF, the undersigned being the President of the Corporation has executed these Articles of Amendment to Articles of Incorporation of BRAMAN MOTORS, INC. this 3RD day of August, 1998.

BRAMAN MOTORS, INC.

By:



Norman Braman, President

EXHIBIT "A"

PLAN OF RECAPITALIZATION

This Plan of Recapitalization is adopted by the Board of Directors of BRAMAN MOTORS, INC. (the "Corporation") as of the date on which this Plan of Recapitalization is executed.

ARTICLE I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is 3,000 shares of common stock, \$.01 par value (the "Common Stock"), 2,187.5 shares of which are issued, fully paid, and outstanding.

ARTICLE II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan of Recapitalization (the "Plan"), at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the "Recapitalization Consideration" (as such term is defined in Section 2.3 hereof).

(b) The Reclassification shall become effective upon the filing of the Articles of Amendment to the Articles of Incorporation of the Corporation (the "Amended Articles") with the Secretary of State of the State of Florida in accordance with the provisions of Section 607.1006 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time".

2.2 Reclassification of Stock. At the Effective Time, each authorized, issued and outstanding share of Common Stock shall, without any action on the part of the holder thereof be reclassified as, and changed into, (i) one (1) fully paid and nonassessable share of voting common stock, \$.01 par value, of the Corporation (the "Class A Stock") and (ii) nine (9) fully paid and nonassessable shares of non-voting common stock, \$.01 par value, of the Corporation (the "Class B Stock"). The holders of Class A Stock and Class B Stock shall have identical rights with respect to (i) distributions from the Corporation, (ii) the liquidation of the Corporation and (iii) all other matters affecting the Corporation, except that the holders of Class B Stock shall not be entitled to vote on matters affecting the Corporation.

2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the holder of such certificate or certificates

shall, for each share of Common Stock, be entitled to receive one (1) share of the Class A Stock and nine (9) shares of the Class B Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Stock and the Class B Stock are sometimes referred to herein as the "Recapitalization Consideration".

2.4 Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended at the Effective Time in the manner set forth in the Amended Articles, and as so amended, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.5 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall continue to be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

ARTICLE III

CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and the sole director shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

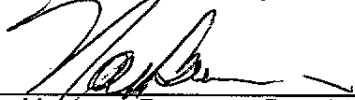
(b) Approval of the Articles. The approval of the Amended Articles by the Corporation's shareholders and sole director shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(c) Litigation. No action, proceeding or investigation shall have been instituted or threatened, on or prior to the Effective Time, before any court or administrative body, to restrain, enjoin or otherwise prevent the consummation of this Plan or the transactions contemplated hereby or to recover any damages or obtain other relief as a result of this Plan, and no restraining order or injunction issued by any court of competent jurisdiction shall be in effect prohibiting the consummation of this Plan.

IN WITNESS WHEREOF, the Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its President this 3rd day of August, 1998.

BRAMAN MOTORS, INC.

By: _____


Norman Braman, President