

## TRANSMITTAL LETTER

P98000090919

Department of State  
 Division of Corporations  
 P. O. Box 6327  
 Tallahassee, FL 32314

600002620746--8  
 -08/20/98-01036--008  
 \*\*\*\*131.25 \*\*\*\*131.25

Naco/Miva Sales Corporation

**SUBJECT:** M. B. Sales Corporation  
 (Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
 Filing Fee

\$78.75  
 Filing Fee  
 & Certificate

<input type="checkbox"/> \$122.50 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$131.25 Filing Fee, Certified Copy & Certificate
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**ADDITIONAL COPY REQUIRED**

**FROM:** Michael N. Brammer  
 Name (Printed or typed)

98 OCT 23 PM 1:12  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

4766 N.W. 5 Court  
 Address  
Coconut Creek, FL 33043  
 City, State & Zip

Conflict -

P93-638

same name -

954-973-3900

Ext. 575

Daytime Telephone number

Attempted to call 8-

+

4-16 -

3-21185

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

September 16, 1998

MICHAEL N. BRAMMER  
4766 N.W. 5 COURT  
COCONUT CREEK, FL 33063

SUBJECT: M.B. SALES CORPORATION  
Ref. Number: W98000021185

We have received your document for M.B. SALES CORPORATION and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Michelle Milligan  
Document Specialist

Letter Number: 498A00046975

ARTICLES OF INCORPORATION  
(A Corporation For Profit)

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The Name of this corporation is: NICCO/MIVA Sales Corporation

ARTICLE II

Term of Existence

The duration of the corporation is perpetual.

ARTICLE III

Nature of Corporate Business

The general purpose of the business, objectives and intents of the corporation proposed to be transacted, prompted and carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do:

1. To engage in any business as related to the herein below mentioned purposes, and any other business, that is legal under the laws of the State of Florida.
2. To sell houseware and other products.

ARTICLE IV

Capital

The amount of capital with which the corporation shall begin is \$ 500.00.

ARTICLE IV-A

Restriction on Transfer of Shares by Shareholders  
And Requirements To Exhibit Restriction on Face of  
All Stock Certificate. Corporate Obligation To Purchase

Section 1) Upon the death or decision of a stockholder to withdraw from the corporation, or to transfer any of his or her interest in any share, shares or portion of a share of corporate issued stock, in the event the current owners of corporate stock do not exercise his or her/ their preemptive rights to purchase the ratio of stock he or she is entitled to purchase pursuant to Articles IV -B, Section 3 of these Articles, then the corporation shall purchase said stock from said stockholder and the shareholder withdrawing (or

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TALLAHASSEE, FLORIDA

the estate in the event of his or her death) is obligated at said time to sell all of said stock to the corporation and only to the corporation. The worth and value of said stock shall be the book value (excluding all intangibles such as good will) according to the accountant's records of the quarter ending just prior to the date of notice of withdrawal or the date of death.

Section 2) The aforementioned restriction on the transfer of all shares or portions of shares of stock issued by the corporation shall be conspicuously exhibited on the face of each and every stock certificate issued by the corporation.

Section 3) It is true of the aforementioned provision and the aforementioned restriction that none of the shares of stock nor any portion or portions of the shares of the stock issued by the corporation shall ever be owned by any party or person other than the current subscribing incorporators and the shareholders of the corporation.

#### ARTICLE V

##### Registered Agent

The registered agent for the corporation shall be Michael N. Brammer, who shall accept service of process at 4766 N.W. 5th Court, Coconut Creek, Florida 33063.

#### ARTICLE VI

##### Corporate Office

The principal place of business of this corporation shall be located at 4766 N.W. 5th Court, Coconut Creek, Florida 33063.

#### ARTICLE VII

##### Number of Directors

The affairs of this corporation shall be conducted by a Board of Directors who are the shareholders of the corporation. The Board of Directors shall consist of (2) members and shall never be more than (10) members.

#### ARTICLE VIII

##### Qualification of Members

The membership of this corporation shall constitute all persons hereinafter named as subscribers and shareholders.

#### ARTICLE IX

##### Board of Directors

The names and addresses of the persons who are to serve as Directors for the ensuing year, or until the first annual meeting are:

###### Names

Michael N. Brammer

Ivanna Brammer

###### Addresses

4766 N.W. 5th Court, Coconut Creek, FL 33063

4766 N.W. 5th Court, Coconut Creek, FL 33063

## ARTICLE X

### Capital Stock

1. The maximum number of shares that this corporation is authorized to have outstanding at any one time is (100) of (\$ 5.00) par value each share, all of which shall be common stock and shall be the capital of the corporation.

2. The stock of the corporation shall be owned principally and at all times by the (2) subscribers to these Articles of Incorporation.

3. The number of shares subscribed to by each incorporator is as follows:

NAME	NO. SHARES	ADDRESS
Michael N. Brammer	90	4766 N.W. 5th Ct., Coconut Creek, FL 33063
Ivanna Brammer	10	4766 N.W. 5th Ct., Coconut Creek, FL 33063

## ARTICLE XI

### Subscribers

The names and addresses of the subscribers to these Articles are:

NAME	ADDRESS
Michael Brammer	4766 N.W. 5th Ct., Coconut Creek, FL 33063
Ivanna Brammer	4766 N.W. 5th Ct., Coconut Creek, FL 33063

## ARTICLE XII

### Officers

1. The officers of this Corporation shall be a President/Treasurer and Vice President/Secretary.

2. The names and addresses of the persons who are to serve as officers of this Corporation until the first meeting of the stockholders are:

NAME	OFFICE	ADDRESS
Michael Brammer	President/Treasurer	4766 N.W. 5th Ct., Coconut Creek, FL
Ivanna Brammer	Vice President/Secretary	4766 N.W. 5th Ct., Coconut Creek, FL

3. The Officers shall be elected by the stockholders of this Corporation at each annual meeting and as provided by the By-Laws.

## ARTICLE XIII

### By-Laws

1. The stockholders of this Corporation shall provide such By-Laws for the conduct of the business of the Corporation and the carrying out of its purposes as the stockholders may deem necessary from time to time.

2. Upon proper notice the By-Laws may be amended, altered, or rescinded by a majority vote of the stockholders at any regular meeting or any special meeting called and properly noticed for that purpose. The Corporate Articles may likewise be amended by a majority vote of the stockholders.

## ARTICLE XIV

### Meetings & Conduct of Business

The regular meeting of this corporation shall be held on the 30th day of each month at 7 p.m. at the office of the Corporation or at whatever other place and time properly designated by the President of the Corporation. The business of the Corporation shall be conducted in accordance with these Articles and By-Laws of the Corporation.

IN WITNESS WHEREOF, I/We, the undersigned subscribing incorporators have hereunto set my/our hand and seal, the 17<sup>th</sup> day of August, 1998, for the purpose of forming this Corporation for profit under the laws of the State of Florida.

Michael D. Brammer  
Subscribing Incorporator

Ivanna Brammer  
Subscribing Incorporator

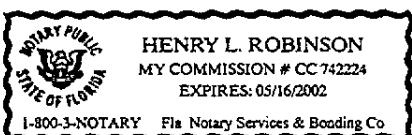
STATE OF FLORIDA  
COUNTY OF BROWARD

BEFORE ME, a Notary Public duly authorized to take acknowledgments in the State and County above named, personally appeared Michael N. Brammer and Ivanna Brammer, all known to me to be the person described as subscriber in and who executed the forgoing ARTICLES OF INCORPORATION, and acknowledged that they executed and subscribed to these ARTICLES OF INCORPORATION.

WITNESS MY HAND and official seal in the County and State aboved-named  
on this 17<sup>th</sup> day of August, 1998.

My Commission Expires:

Henry L. Robinson  
NOTARY PUBLIC, State of Florida at Large



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT  
AND HIS/HER ADDRESS, 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 NICCO / MIVA SALES CORPORATION desiring to organize under the laws of the State of  
Florida with its principal office as indicated in the Articles of Incorporation at the City of Coconut Creek,  
Broward County, Florida has named Michael N. Brammer located at 4766 N.W. 5th Court, Coconut  
Creek, Florida as its agent to accept service of process within this State.

ACKNOWLEDGMENT - 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 as registered  
agent and agree to comply with the provision of said Act relative to keeping open said office.

  
Michael N. Brammer  
Registered Agent

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TALLAHASSEE, FLORIDA