

PPA000066766

TRANSMITTAL LETTER

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

400002937214--7
-07/21/99-01021--008
*****70.00 *****70.00

SUBJECT: **BRAMS ADVENTURES, INC.**

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$70.00 (Filing Fee: \$35.00 for articles of incorporation filing and \$35.00 for designation of resident agent).

The check was sent on July 19th, 1999 , check number 17776 and is currently in your possession.

FROM: **ROB BAILEY and MARY ANN BAILEY, CO-DIRECTORS**
Brams Adventures, Inc.
177 Manchester Lane
West Palm Beach, FL 33406

FILED
99 JUL 21 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sokoloff & Weinstein, P.A. 11440 Okeechobee Boulevard, Suite 104, Royal Palm Beach, Florida 33411

Tel: 561-790-6788/790-4505

Page 1 of 1

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FILED
99 JUL 21 AM 8:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRAMS ADVENTURES, INC.

We, the undersigned incorporators, for the purpose of forming a corporation under Florida law, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be:

BRAMS ADVENTURES, INC.

ARTICLE II: PURPOSE

BRAMS ADVENTURES, INC. shall be organized under Florida Statute Chapter 607 as a for-profit corporation with the purpose of purchasing and leasing property and equipment.

BRAMS ADVENTURES, INC. may invest its corporate funds into real estate, mortgages, stocks, bonds, and any other type of investments, and may own real and personal property necessary for the rendering of the services

authorized hereby.

ARTICLE III: PRINCIPAL PLACE OF BUSINESS

The principal place of business of this corporation shall be in Palm Beach County, Florida.

ARTICLE IV: MAILING ADDRESS

The mailing address of this corporation shall be:

BRAMS ADVENTURES, INC.
177 Manchester Lane
West Palm Beach, FL 33406

ARTICLE V: SHARES

The maximum number of shares of stock that this for profit corporation is authorized to have outstanding at any one time shall be one thousand (1000) shares with an initial par value of ten dollars (\$10.00) per share, all of which shall be common stock of the same class.

ARTICLE VI: OWNERSHIP OF SHARES

ROB BAILEY, acting as Co-Director of BRAMS ADVENTURES, INC., shall be issued and hold five hundred (500) shares of common stock and MARY ANN BAILEY, acting as Co-Director of BRAMS ADVENTURES, INC., shall be issued and hold the remaining five hundred (500) shares of common stock.

ARTICLE VII: EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VIII: BOARD OF DIRECTORS/INCORPORATORS

The name and post office address of the first board of directors/incorporators, who subject to the provisions of these Articles of Incorporation shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

Rob Bailey, Co-Director
BRAMS ADVENTURES, INC.
37 Canton Road
Lake Worth, Florida 33467

Mary Ann Bailey, Co-Director
BRAMS ADVENTURES, INC.
2773 Patrick Circle North
West Palm Beach, FL 33406

ARTICLE IX: MANAGEMENT/AFFILIATION

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and conduct of the affairs of BRAMS ADVENTURES, INC.

(1) Such directors/shareholders of BRAMS ADVENTURES, INC. shall from time to time create, readdress and amend by-laws for the corporation as the directors/shareholders should see fit.

(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of BRAMS ADVENTURES, INC. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be

provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

Initially, Rob Bailey, Co-Director, shall also occupy the positions of President of BRAMS ADVENTURES, INC. Initially, Mary Ann Bailey, Co-Director, shall occupy the position of Vice President of BRAMS ADVENTURES, INC.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of BRAMS ADVENTURES, INC. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE X: DESIGNATION OF REGISTERED AGENT

The initial registered agent for BRAMS ADVENTURES, INC. shall be:

SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

ARTICLE XI: RESERVATION OF RIGHTS

The directors of BRAMS ADVENTURES, INC. reserve the right to amend, alter, change or repeal any provision herein in the manner now or

hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporators, have hereunto set their hand and seal this 19th day of July, 1999, for the purpose of forming BRAMS ADVENTURES, INC. under the laws of the State of Florida, and they hereby make, subscribe, acknowledge and file in the office of the Secretary of the State of Florida these articles of incorporation and certify that the facts herein stated are true.


Rob Bailey, Co-Director

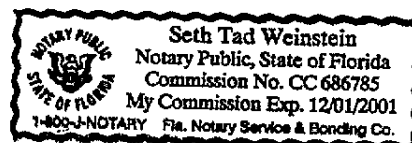
Mary Ann Bailey
Mary Ann Bailey, Co-Director

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Rob Bailey and Mary Ann Bailey who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last
aforesaid this 19th day of July, 1999.

John J. Wenden
NOTARY PUBLIC



My commission expires on:

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

(1) The name of the corporation is:

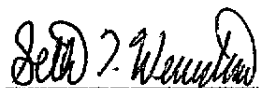
BRAMS ADVENTURES, INC.

(2) The name and address of the registered agent and office is:

SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
Suite 104
Royal Palm Beach, Florida 33411

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SETH T. WEINSTEIN, Registered Agent
For: BRAMS ADVENTURES, INC.

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(2) Subject always to such by-laws as may be adopted from time to time by the stockholders, the board of directors of BRAMS ADVENTURES, INC. is expressly authorized to adopt, alter and amend the by-laws of the corporation, but any by-law adopted, altered or amended by the directors may be altered, amended or repealed by the stockholders.

(3) The corporation shall have such officers as may from time to time be

provided in the by-laws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the board of directors subject to the by-laws.

Initially, Rob Bailey, Co-Director, shall also occupy the positions of President of BRAMS ADVENTURES, INC. Initially, Mary Ann Bailey, Co-Director, shall occupy the position of Vice President of BRAMS ADVENTURES, INC.

(4) Subject to the restrictions, if any, as are herein expressed and such further restrictions, if any as may be set forth in the by-laws (not attached), the board of directors of BRAMS ADVENTURES, INC. shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the articles of incorporation or amendment thereto, or by the by-laws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

ARTICLE X: DESIGNATION OF REGISTERED AGENT

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SETH T. WEINSTEIN, ESQUIRE
Sokoloff & Weinstein, P.A.
11440 Okeechobee Boulevard
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Rob Bailey, Co-Director

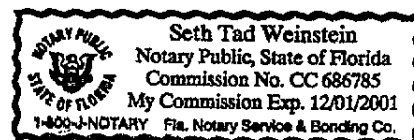
Mary Ann Bailey
Mary Ann Bailey, Co-Director

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Rob Bailey and Mary Ann Bailey who, upon being first duly sworn, acknowledged that they executed the foregoing document freely and voluntarily and for the purpose therein expressed.

WITNESS my hand and official seal in the County and State last
aforesaid this 19th day of July, 1999.

Seth S. Weinstein
NOTARY PUBLIC



My commission expires on:

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

(1) The name of the corporation is:

BRAMS ADVENTURES, INC.

(2) The name and address of the registered agent and office is:

SETH T. WEINSTEIN, ESQUIRE
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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



SETH T. WEINSTEIN, Registered Agent
For: BRAMS ADVENTURES, INC.