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P99000110373

C T CORPORATION SYSTEM /Melanie Strickland

660 East Jefferson Street

Requestor's Name

Tallahassee, Florida 32301

Address

(850) 222-1092

City State Zip Phone

CORPORATION(S) NAME

300003078833--2

-12/23/99--01008--008

*****70.00 *****70.00

300003078833--2

-12/23/99--01008--009

*****8.75 *****8.75

Braman Palm Beach Imports, Inc.

☒ Profit - *Inds.*

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☒ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Fict. Filing

☐ Fict. Filing Cancel

☐ Photo Copies

☐ Call if Problem

☐ Will Wait

☐ Merge

☐ Mark

☐ Other

☐ Change of

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☐ After 4:30

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Thanks, Melanie ☺

DEC 22 1999

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CR2E031 (1-89)

16MTH DEC 23 1999

RECEIVED
99 DEC 22 PM 4:18
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BRAMAN PALM BEACH IMPORTS, INC.

FILED
99 DEC 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is BRAMAN PALM BEACH IMPORTS, INC.

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 2800 Biscayne Blvd., Suite 500, Miami, Florida 33137.

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.

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 all votes entitled to be cast 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 name and address of the Corporation's initial registered office is CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

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.

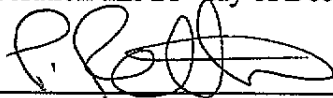
ARTICLE VII

The name of the Incorporator is Philip J. Pettit and the address of the Incorporator is 1221 Brickell Avenue, 22nd Floor, 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 this 21st day of December, 1999.

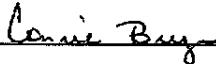


Philip J. Pettit, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

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

CT CORPORATION SYSTEM



CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

as Agent for the Registered Agent

Dated: December 22, 1999

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA