

STATE OF ALABAMA
COUNTY OF SHELBY

1375-

ARTICLES OF INCORPORATION

OF

BROWN MARKETING CORPORATION

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is BROWN MARKETING CORPORATION.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The objects and purposes for which the corporation is formed is to engage in the business of marketing and selling of parts and supplies.

In furtherance of the purposes for which this corporation is formed, the corporation shall have the power to purchase, loan, own, hold, control, use, develop, improve, exchange, mortgage, lease, rent, sell, convey, otherwise acquire and dispose of, and deal generally in and with real property and personal property, both improved and unimproved; to erect and to cause to be erected on lands owned, held or occupied by the corporation, houses, buildings or other structures, with their appurtenances; to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any land so owned, held or occupied; to encumber, sell or otherwise dispose of any lands or interest in lands, any buildings or structures, any houses, stores, shops, or other suites, rooms, or parts

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18 Montevallo, Rd.

of any buildings or other structures, at any time owned or held by the corporation; and in general to effect any transaction with property, either real or personal, in the furtherance of the goals and purposes for which this corporation is formed.

Further, the corporation shall have the express power to borrow or raise money for any of the purposes of the corporation; from time to time, without limits to amounts, to draw, make, accept, endorse and execute promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness; to secure the payment of and thereof and of the interest thereon by mortgage or upon pledge, conveyance or assignment in trust or the whole or any part of the property of the corporation; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

The corporation shall have the power, in general, to carry on any other business, in connection with the foregoing, or otherwise, to have and exercise all the powers conferred by Laws of the State of Alabama upon corporations formed under the Laws of the State of Alabama, and to do any and all the things allowed by corporations formed under the Laws of the State of Alabama.

ARTICLE IV

The corporation shall have the power and authority to issue a total of 5,000 shares of common stock of the par value of One DOLLAR each. The corporation shall begin business with the issuance of 1,000 shares of common stock at a par value of One DOLLAR each, amounting to a beginning capitalization of 1,000 DOLLARS of par value stock.

ARTICLE V

The address of the initial registered agent of the corporation is 1318 Montevallo Road, Alabaster, Alabama 35007. and the name of its' initial registered agent at such address is RAYMON E. BROWN.

ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

RAYMON E. BROWN
1318 Montevallo Road
Alabaster, Alabama 35007

ANGEL A. SOSA
3001 S.W. 96th Avenue
Miami, Florida 33165

SARA P. BROWN
1318 Montevallo Road
Alabaster, Alabama 35007

ARTICLE VII

The name and address of each incorporator is:

RAYMON E. BROWN
1318 Montevallo Road
Alabaster, Alabama 35007

ANGEL A. SOSA
3001 S.W. 96th Avenue
Miami, Florida 33165

ARTICLE VIII

The corporation is hereby empowered to do all and everything necessary, within the limits imposed by the State of Alabama or the government of the United States, which is suitable and proper for the

accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth. Further, the corporation is hereby empowered to do the above either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers or any part or parts thereof, provided the same are not inconsistent with the Laws of the State of Alabama.

ARTICLE IX

The following provisions relate to the management of the corporate business and the conduct and regulation of the internal affairs of the corporation:

A. The corporation, by a majority vote of the shareholders, shall have the power to make By-Laws for the regulation of the corporation, its directors, officers, agents and servants, and for all other purposes not inconsistent with the Laws of the State of Alabama or the government of the United States.

B. The corporation, by the vote of the holders of a majority of all stock entitled to vote, shall have the power to amend these Articles of Incorporation upon submission to the shareholders of a resolution setting forth the proposed amendment duly adopted by the Board of Directors of the Corporation.

C. In addition to the powers and authorities hereinabove or by statute set forth or specially conferred, the Board of Directors is hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the corporation, or to allow any one or more persons to act in their behalf without first having the

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act ratified, subject, nevertheless, to the provisions of the Laws of the State of Alabama, to these Articles of Incorporation and to any By-Laws as shall be made by the shareholders. No By-Law so made shall validate any prior act of the Board of Directors which would have been void had such By-Laws not been made.

D. The directors and officers of this corporation shall receive such compensation, if any, as provided by the Board of Directors.

E. The original By-Laws of this corporation, as adopted, and as amended from time to time, shall control the management of the corporate business insofar as they are not inconsistent with the Articles of Incorporation.

ARTICLE X

The corporation reserves the right to mend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed. All rights and powers herein conferred on shareholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the above named incorporator files these Articles of Incorporation and hereby tenders to the Probate Judge of Shelby County, Alabama, the lawful fees and charges and prays that this corporation may be deemed to have been duly incorporated for the purposes hereinabove set forth on this the

18th day of April

, 1990.

INCORPORATORS

Raymond E. Brown
Paul L. L...



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Brown Marketing Corporation

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I, Perry A. Hand, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said state, do hereby certify that pursuant to the provisions of Section 10-2A-26, Code of Alabama 1975, based upon an examination of the corporation records on file in this office, the corporate name "Brown Marketing Corporation" is reserved as available.

SHELBY

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ County and is for the exclusive use of Raymon Brown, 1318 Montevallo Rd., Alabaster, AL 35007 for a period of one hundred twenty days beginning April 16, 1990 and expiring August 15, 1990.

Changed via
phone
5/1/90



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on April 16, 1990.

Perry A. Hand
Secretary of State

State of Alabama

SHELBY

County

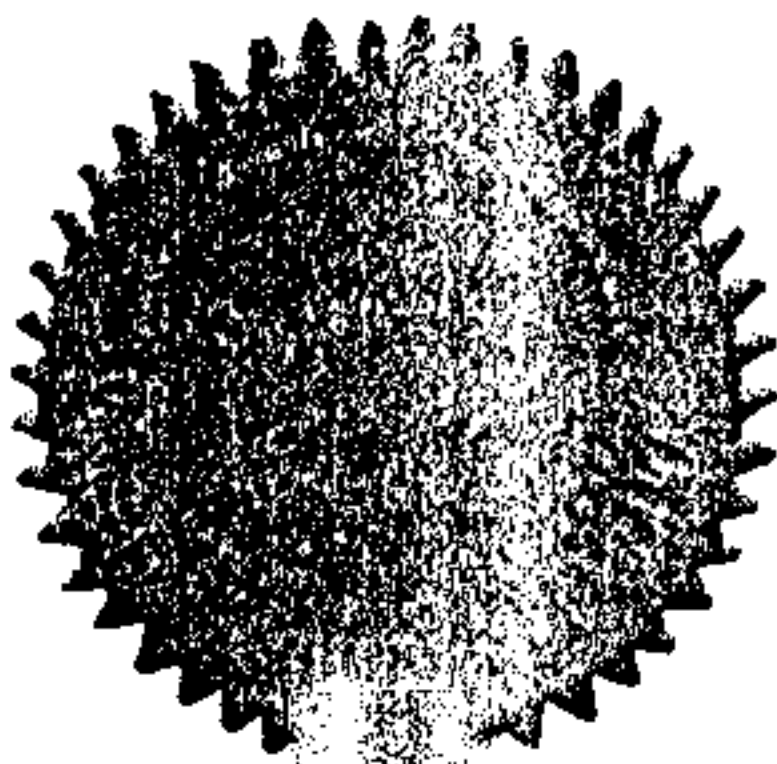
CERTIFICATE OF INCORPORATION OF

BROWN MARKETING CORPORATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of BROWN MARKETING CORPORATION, duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of BROWN MARKETING CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 21st day of MAY, 19 90.



STATE OF ALA. JUDGE OF PROBATE
I CERTIFY THIS
INSTRUMENT WAS FILED

90 MAY 21 AM 8:11

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Recd 35.00
Jud 3.00
38.00