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BERESFORD LADY, INC.
207 RAINTREE CIRCLE,
DELAND, FL 32713

FILED
01 OCT -5 AM 10:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 27, 2001

Division of Corporations
Department of State
PO Box 6327
Tallahassee, FL 32314

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-10/05/01--01044--002
*****78.75 *****78.75

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for **BERESFORD LADY, INC.**, along with a check in the amount of \$78.75 for filing fee, designation of registered agent, and a certified copy of the articles of incorporation.

Also enclosed is a photocopy of the Articles. Please certify and return this to me with the filing date stamped on it.

Thank you,



RICHARD T. KNUEBEL
PRESIDENT
BERESFORD LADY, INC.

J. BRYAN OCT - 8 2001

*Articles of Incorporation
of
BERESFORD LADY, INC.*

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The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation is ***BERESFORD LADY, INC.***

ARTICLE II - DURATION

The existence of the Corporation shall commence with the filing of these Articles. The duration of the Corporation is perpetual.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business permitted under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue Ten thousand (10000) shares of common stock, in one class only, each having a par value of one dollar (\$1.00). Each of the said shares will entitle the holder thereof to one vote at any meeting of the shareholders.

ARTICLE V - REGISTERED OFFICE AND AGENT

The registered agent of the Corporation is Richard T. Knuebel.

The mailing address of the Corporation is 207 Raintree Circle,
Deland, FL 32724.

The registered address of the principal office of the Corporation is
207 Raintree Circle, Deland, FL 32724.

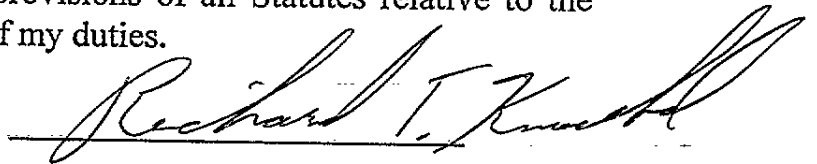
The Board of Directors may from time to time move the principal
office to any other address in the State of Florida.

ARTICLE VI - ACCEPTANCE

Having been named to accept service of process for the Corporation,
at the place designated above, I hereby agree to act in this capacity, and I
further agree to comply with the provisions of all Statutes relative to the
proper and complete performance of my duties.

DATED: _____

9-28-01



Richard T. Knuebel.
(Registered Agent)

ARTICLE VII - BOARD OF DIRECTORS

The Corporation will have two (2) Directors initially. The number of Directors may be increased or diminished from time to time by the by-laws. The name and address of each person who is to serve as a member of the Board of Directors is:

Richard T. Knuebel.

**207 Raintree Circle,
Deland, FL 32724**

Ruth E. Knuebel.

**207 Raintree Circle,
Deland, FL 32724**

The name and address of the Incorporator of these Articles of Incorporation is **Richard T. Knuebel, 207 Raintree Circle, Deland, FL 32724.**

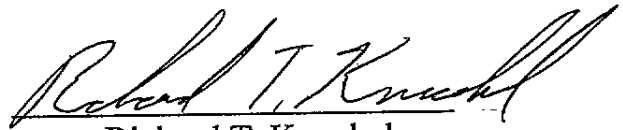
ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE IX - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 28 day of Sept, 2001.



Richard T. Knuebel
Incorporator

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