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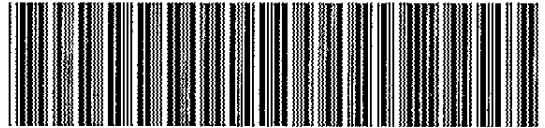
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Breehne Corporation

Signature _____

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____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
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____ Officer Search _____
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____ Courier _____

CERTIFICATE OF DOMESTICATION

The undersigned, **PAUL M. BREEHNE, SR.**, President of **BREEHNE CORPORATION**, a foreign Corporation, in accordance with Florida Statutes 607.1801 does hereby certify:

1. The date on which corporation was first formed is JUNE 26, 1946.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is Illinois.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is **BREEHNE CORPORATION**.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is **BREEHNE CORPORATION**.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is Naples, Florida.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President of **BREEHNE CORPORATION** and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 26th day of DECEMBER, 2002.


PAUL M. BREEHNE, SR.

ARTICLES OF INCORPORATION

OF

BREEHNE CORPORATION,

a Florida corporation,

a former Illinois corporation domesticated as a Florida corporation pursuant to Florida Statutes Section 607.1801

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the FLORIDA BUSINESS CORPORATION ACT in connection with the domestication of a former Illinois corporation as a Florida corporation pursuant to Florida Statutes Section 607.1801, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

BREEHNE CORPORATION,
a Florida corporation

SECOND: The principal office or mailing address of the Corporation is:

883 Vanderbilt Beach Road
Naples, Florida 34108

THIRD: The aggregate number of shares of all classes that the Corporation is authorized to issue is **TWO MILLION (2,000,000)** of which **ONE MILLION (1,000,000)** shares, **ONE TEN-THOUSANDTH DOLLAR (\$0.0001)** par value, shall be of a class designated "Preferred Stock" and **ONE MILLION (1,000,000)** shares, **ONE TEN-THOUSANDTH DOLLAR (\$0.0001)** par value, shall be a class designated "Common Stock." Par value shall have no effect on the Corporation's capital structure.

A. Attributes of Preferred Stock Generally.

(1) Preferred Stock may be issued from time-to-time in one or more series, each such series to have distinctive serial designations, as shall hereafter be determined in the resolution or resolutions providing for the issue of such Preferred Stock from time-to-time adopted by the Board of Directors pursuant to authority so to do which is hereby vested in the Board of Directors.

(2) Each series of Preferred Stock:

(a) may have such number of shares;

(b) may have such voting powers, full or limited, or may be without voting powers;

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(c) may be subject to redemption at such time or times and at such prices;

(d) may be entitled to receive dividends (which may be cumulative or non-cumulative) at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares;

(e) may have such rights upon the dissolution of, or upon any distribution of the assets of the Corporation;

(f) may be made convertible into or exchangeable for, shares of any other class or classes (except a class having prior or superior rights and preferences as to dividends or distribution of assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments;

(g) may be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts.

(h) may be entitled to the benefit of the conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issuance of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption, or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation; and

(i) may have such other relative, participating, optional, or other special rights and qualifications, limitations, or restrictions thereof;

all as shall be stated in said resolution or resolutions providing for the issuance of such preferred shares. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Stock, the number of shares comprising such series may be increased or decreased (but not below the number of shares then outstanding) from time-to-time by like action of the Board of Directors.

(3) Shares of any series of Preferred Stock which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible or

exchangeable, have been converted into or exchanged for shares of any other class or classes shall have the status of authorized and unissued Preferred Stock and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Stock, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Stock and to any filing required by law.

B. Issuance of the Corporation's Preferred Stock -- Series 2003. Pursuant to Article **THIRD**, Paragraph A., above, the Board of Directors of the Corporation is hereby authorized to issue not to exceed **ONE HUNDRED THOUSAND (100,000)** shares of the Corporation's Preferred Stock -- Series 2003, with the unique preferences, limitations, and relative rights as follows:

1. Holders of the Corporation's Preferred Stock -- Series 2003 shall have the sole and exclusive right to vote on any matter pertaining to the Corporation's ownership of an interest in **BREEHNE FAMILY, L.L.C.**, an Illinois limited liability company (the "LLC"), as well as the sole and exclusive right to consent to or withhold consent from any proposed sale, exchange, encumbrance, hypothecation, pledge, assignment, hypothecation, distribution, encumbrance, transfer, or other disposition or other transaction respecting any interest in the LLC;

2. Except as provided in 1., above, holders of the Corporation's Preferred Stock -- Series 2003, in such capacity, shall have no right to vote on any matter before the Corporation's shareholders or to consent to or withhold consent from any proposed transaction;

3. Holders of the Corporation's Preferred Stock -- Series 2003 shall have the sole and exclusive right to receive dividends on a cumulative basis derived from the Corporation's ownership interest in the LLC which shall be currently distributed to such holders by the Corporation (so long as such distribution is not prohibited under the laws of the State of Florida) on a pro-rata basis in preference to the holders of the Corporation's Common Stock and to the holders of any other series of Preferred Stock;

4. Holders of the Corporation's Preferred Stock -- Series 2003 shall have the sole and exclusive right to receive the Corporation's ownership interest in the LLC upon any liquidation of the Corporation or upon any distribution of such ownership interest in the LLC.

C. Attributes of Common Stock.

(1) The par value of the Common Stock shall be payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board of Directors or the Shareholders of the Corporation. The Common Stock of the Corporation may be increased or decreased at any time as provided by the laws of the State of Florida.

(2) Subject to the rights of the Preferred Stock or any series thereof, the holders of the Common Stock shall be entitled to receive, when, as, and if declared by the Board of Directors, out of funds legally available therefor, dividends payable in cash, shares, or otherwise, as provided by the laws of the State of Florida.

(3) Upon any liquidation, dissolution, or winding-up of the Corporation, whether voluntary or involuntary, and after the holders of the Preferred Stock of each series shall have been paid in full the amounts to which they respectively shall be entitled or a sum sufficient for such payment in full shall have been set aside, the remaining net assets of the Corporation shall be distributed pro-rata to the holders of the Common Stock in accordance with their respective rights and interests, to the exclusion of the holders of the Preferred Stock.

FOURTH: The street address of the initial registered office of the Corporation is:

883 Vanderbilt Beach Road
Naples, Florida 34108

and the name of the Corporation's initial registered agent at such address is:

PAUL M. BREEHNE, SR.

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **TWO (2)**, and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

PAUL M. BREEHNE, SR.
883 Vanderbilt Beach Road
Naples, Florida 34108

PAUL M. BREEHNE, JR.
883 Vanderbilt Beach Road
Naples, Florida 34108

SIXTH: The name and address of the sole incorporator is:

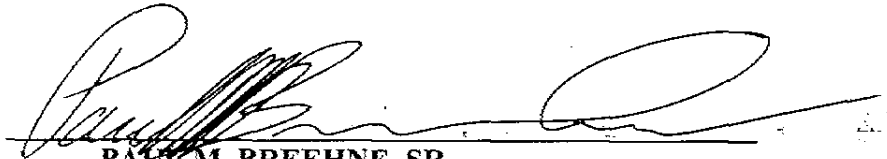
PAUL M. BREEHNE, SR.

883 Vanderbilt Beach Road
Naples, Florida 34108

SEVENTH: These Articles of Incorporation were approved by unanimous written consent of the sole director and of the sole shareholder of the prior Illinois corporation, which written consent was executed by the sole shareholder and sole director on DECEMBER 26, 2002. The number of votes cast for these Articles of Incorporation by the shareholders was sufficient for approval and if more than one voting group was entitled to vote on these Articles of Incorporation, the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

EIGHTH: The corporate existence of the Corporation as a Florida corporation shall commence on date of filing.

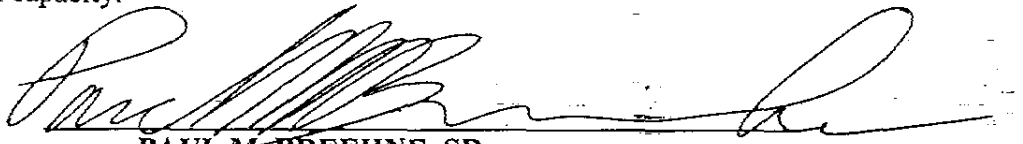
IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act, has executed these Articles of Incorporation, this 26th day of DECEMBER, 2002.



PAUL M. BREEHNE, SR.

Sole Incorporator

I, PAUL M. BREEHNE, SR., having been designated to act as registered agent, hereby agree to act in such capacity.



PAUL M. BREEHNE, SR.

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