

(SAMPLE LETTER OF TRANSMITTAL)

P9500000/1588

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

Re: Branson Group Inc., Inc.
(name of corporation)

100001372001
-01706/95--01031--004
***122.50 ***122.50

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

Nello A. Masci
(individual's name)

Branson Group Inc.
(name of corporation)

FILED
25 JAN -5 PM 2 03
SECRETARY OF STATE
TALLAHASSEE FLORIDA

MAILING ADDRESS OF CORPORATION

Branson Group Inc.

18274 Clear Brook Circle

Boca Raton, Florida 33498

PHONE

(407) 488-1804

Area Code

Number

Ext.

B. REGISTER JAN 06 1995

ARTICLES OF INCORPORATION

of

Branson Group Inc.

(name of corporation)

FILED

25 JAN -5 PM 2 03

SECRETARY
STATE
OF FLORIDA

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

Branson Group Inc.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue five hundred shares (500) of common stock
Dollar(s) (\$ 500) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	Nello A. Masci		
ADDRESS	18274 Clear Brook Circle		
CITY	Boca Raton	FLORIDA	ZIP 33498

The principal office, if known, or the mailing address of the corporation is:

NAME	Branson Group Inc. c/o Nello A. Masci		
ADDRESS	18274 Clear Brook Circle		
CITY	Boca Raton	FLORIDA	ZIP 33498

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	Nello A. Masci		
ADDRESS	18274 Clear Brook Circle		
CITY	Boca Raton	STATE Florida	ZIP 33498
NAME	Michael A. Masci		
ADDRESS	18746 Shauna Manor Drive		
CITY	Boca Raton	STATE Florida	ZIP 33496
NAME	Michelle R. Masci		
ADDRESS	3503 Oaks Way Apt. #112		
CITY	Pompano Beach	STATE Florida	ZIP 33069

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	Nollo A. Masci		
ADDRESS	18274 Clear Brook Circle		
CITY	Boca Raton	STATE	Florida ZIP 33498
NAME	Michael A. Masci		
ADDRESS	18746 Shauna Manor Drive		
CITY	Boca Raton	STATE	Florida ZIP 33496
NAME	Michelle R. Masci		
ADDRESS	3503 Oaks Way Apt. #112		
CITY	Pompano Beach	STATE	Florida ZIP 33069

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this first day of January, 1995.

Nollo A. Masci (Seal)
Michael A. Masci (Seal)
Michelle R. Masci (Seal)

STATE OF FLORIDA)
COUNTY OF Palm Beach) SS

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:

Nollo A. Masci Signature FL Driver License M200621432490/96 Form of Identification
Michael A. Masci Signature PDL # M20054165 4650 /95 Form of Identification
Michelle R. Masci Signature 804MSUC-197-62-8366 MC Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that _____ executed these Articles of Incorporation, that I relied upon the form _____ of identification of the above named person _____ as indicated opposite each name, and that an oath was not taken.

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES: Sept. 12, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

Witness my hand and official seal in the County and State last aforesaid this 3rd day of January, 1995.
[Signature]
Michelle R. Masci
Printed Notary Signature

**CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT
OF**

**FILED
95 JAN -5 PM 2:03
SECRETARY OF STATE
TALLAHASSEE FLORIDA**

Branson Group Inc.

(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 18274 Clear Brook Circle

Boca Raton, Florida 33498

has named Nello A. Masci

located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.

Nello A. Masci
(registered agent)