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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ATLAS, PEARLMAN, TROP & BORKSON, P.A.

ACCT#: 076247002423

CONTACT: BEVERLY F BRYAN

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FAX #: (954)766-7800

NAME: BRESKO INVESTMENTS, INC.

AUDIT NUMBER.....H97000015079

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS...0

PAGES..... 4

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DECL.METHOD... FAX

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DIVISION OF CORPORATIONS

SECRETARY OF STATE
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B. McKnight. SEP 11 1997

ARTICLES OF INCORPORATION

OF

BRESCO INVESTMENTS, INC.

The undersigned, a natural person competent to contract, does hereby make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of this Corporation shall be: BRESCO INVESTMENTS, INC.

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is 5104 Coronado Ridge, Boca Raton, Florida 33486.

ARTICLE III
NATURE OF CORPORATE BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation shall be to engage in any and all lawful business permitted under the laws of the United States and the State of Florida.

MARA K. LERNER, ESQ., FLORIDA BAR NO. 0065463
ATLAS, PEARLMAN, TROP & BORKSON, P.A.
200 EAST LAS OLAS BLVD., SUITE 1900
FORT LAUDERDALE, FLORIDA 33301
(954)763-1200

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TALLAHASSEE, FLORIDA

ARTICLE IV
CAPITAL STOCK

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be 100 shares of common stock, par value \$.001 per share.

ARTICLE V
TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI
REGISTERED AGENT AND
INITIAL REGISTERED OFFICE IN FLORIDA

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

South Florida Registered Agents, Inc.
200 East Las Olas Blvd., Suite 1900
Fort Lauderdale, Florida 33301

ARTICLE VII
BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially.

ARTICLE VIII
INITIAL DIRECTORS

The name and address of the Initial Director of this Corporation is:

Alan Breslar
5104 Coronado Ridge
Boca Raton, Florida 33486

The person named as initial Director shall hold office for the first year of existence of this Corporation, or until his successor is elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the Incorporator is Mara K. Lerner.

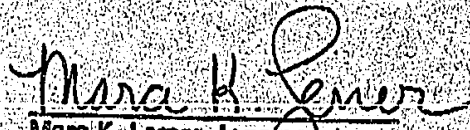
**ARTICLE X
INDEMNIFICATION**

This Corporation may indemnify any director, officer, employee or agent of the Corporation to the fullest extent permitted by Florida law.

**ARTICLE XI
AFFILIATED TRANSACTIONS**

This Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the foregoing Articles of Incorporation on the 11th day of September, 1997.


Mara K. Lerner, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND OFFICE FOR SERVICE OF PROCESS**

Bresco Investments, Inc., a corporation existing under the laws of the State of Florida with its principal office and mailing address at 5104 Coronado Ridge, Boca Raton, Florida 33486 has named South Florida Registered Agents, Inc. whose address is 200 East Las Olas Blvd., Suite 1900, Fort Lauderdale, Florida 33301 as its agent to accept service of process within the State of Florida.

ACCEPTANCE:

Having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept the appointment as Registered Agent, and agree to comply with all applicable provisions of law. In addition, I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said Corporation.

SOUTH FLORIDA REGISTERED AGENTS, INC.

BY: Beverly F. Bryan
BEVERLY F. BRYAN, PRESIDENT

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