

WILLIAMS WILLIAMS & DOXSEE
ATTORNEYS AND COUNSELORS AT LAW
(AN ASSOCIATION, NOT A PARTNERSHIP)
323 WEST BERRY STREET
FORT WAYNE, INDIANA 46802

JOHN E. WILLIAMS, SR. (1910-1994)
JOHN E. WILLIAMS, JR.
DONALD D. DOXSEE

Telephone: 219/422-3436
Fax: 219/422-3439

P970000103192

December 5, 1997

Atten: Ms. Tracy Meyer
Corporations Division
Florida Secretary of State
409 East Gains Street
Tallahassee, FL 32314

Re: Brechtson Corporation - New

800002355908--3
-11/24/97--01140--016
****122.50 ****122.50

Dear Ms. Myers:

Thank you for your kind assistance in this matter. I am enclosing the corrected corporation papers. I note that my check was not returned and I presume that it has been appropriately deposited and credited. If it has been lost and you need a new one, please advise at once.

I am enclosing a UPS Letter Envelope for the return. If there are any problems or questions, do not hesitate to telephone me collect.

Very truly yours,

Donald D. Doxsee

DDD/dd

Donald GAVE
AUTHORIZATION BY PHONE TO
CORRECT 9712
DATE 12/8/97
DOC. EXAM 1/30

~~GAVE~~
~~AUTHORIZATION BY PHONE TO~~
~~CORRECT~~
~~DATE~~
~~DOC. EXAM~~

FILED
97 DEC -8 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T-47-12/8/97



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 1, 1997

DONALD D. DOXSEE, ESQ.
323 W BERRY ST
FORT WAYNE, FL 46802

SUBJECT: BRECHTSON CORPORATION
Ref. Number: W97000026740

We have received your document for BRECHTSON CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

You must list the corporation's principal office and/or a mailing address in the document.

IF REGISTERED OFFICE AND PRINCIPAL OFFICE ARE THE SAME, PLEASE SO STATE IN YOUR DOCUMENT.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6926.

Tracy Meyer
Document Specialist

Letter Number: 197A00056639

Legend

FILED
97 DEC -8 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRECHTSON CORPORATION**

The undersigned incorporator or incorporators, desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Law , as amended, executes the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is BRECHTSON CORPORATION

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office in Florida and the name of its initial registered agent is: DOUGLAS F. CLEMSON, 39746 Otis Allen Road, Zephyr Hills, Florida 33540. The principal / registered office is located at the same address.

**ARTICLE III
AUTHORIZED SHARES**

Number of Shares:

- A. The total number of shares which the Corporation is authorized to issue is 1,000.
- B. There shall only be one class of shares. Each shareholder shall be entitled to one vote (or fraction thereof) for each share (or fraction thereof) standing in his or her name on the books of the corporation at the time of the vote.
- C. Said shares are hereby authorized unlimited voting rights and are entitled to receive the net assets of the Corporation upon dissolution.

**ARTICLE IV
INCORPORATORS**

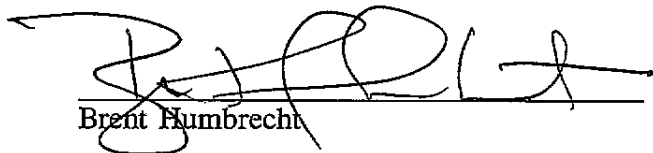
The name(s) and post office address(es) of the incorporator(s) of the corporation is (are):

Name	Address	City	State	Zip
Brent Humbrecht	301 Audubon trail	Fort Wayne	IN	46825

**ARTICLE V
PROVISIONS FOR REGULATION OF BUSINESS**

The powers of the board of directors shall be exercised by the shareholders according to the rules for shareholder action as provided in the corporation articles and by-laws and, to the extent not so provided, then as provided in the Florida Business Corporation Law.

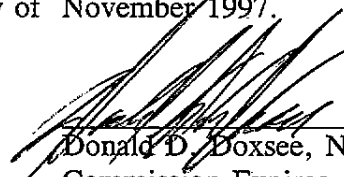
IN WITNESS WHEREOF, the undersigned being all the incorporators of said corporation execute these articles of incorporation and verify, subject to the penalties of perjury, that the statements contained therein are true this ____ day of November 1997.


Brent Humbrecht

STATE OF INDIANA)
) SS:
COUNTY OF ALLEN)

Before me a Notary Public in and for said county and state personally appeared BRENT HUMBRECHT and acknowledged the execution of the foregoing instrument as HIS voluntary act and deed. Signed and sealed this 21st day of November 1997.

(Notary Seal)




Donald D. Doxsee, Notary Public
Commission Expires: 3/9/99
Notary Resident of Allen County, IN

This instrument was prepared by Donald D. Doxsee, Attorney at Law, 323 West Berry Street, Fort Wayne, IN 46802. Telephone: 219/422-3436.

BRECHTSON CORPORATION
(a Florida Corporation)**Consent to be Resident Agent**

Comes now DOUGLAS F. CLEMSON of 39746 Otis Allen Road, Zephyr Hills, Florida 33540 having been named as registered agent and the authorized person to accept service of process for the above stated corporation and hereby accepts the appointment as registered agent and agrees to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 12/2/97
DOUGLAS F. CLEMSON
39746 Otis Allen Road
Zephyr Hills, Florida 33540**FILED**
97 DEC -8 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA