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Law Offices of
DOUGLAS J. BURNS

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DOUGLAS J. BURNS, ESQUIRE
ALSO ADMITTED IN GEORGIA
ALSO CERTIFIED PUBLIC ACCOUNTANT, FLORIDA

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April 22, 1999

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

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-04/26/99--01106--019
*****78.75 *****78.75

Re: BRESCIA GROUP, INC.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for BRESCIA GROUP, INC., along with a check in the amount of \$78.75 for the filing fee. Please file the Articles at your earliest convenience and return the confirmation of filing to this office.

Do not hesitate to contact me if you have questions. Thank you for your assistance.

Sincerely,


Douglas J. Burns

DJB:isb

Enclosures

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**ARTICLES OF INCORPORATION
OF
BRESCIA GROUP, INC.**

The undersigned subscriber, he being a natural person, competent to contract for the purpose of forming a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I

NAME OF BUSINESS: The name of the proposed corporation shall be
BRESCIA GROUP, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature and purpose of business to be transacted, promoted and carried on by the corporation is to engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III

INITIAL CAPITAL: The amount of capital with which this corporation shall begin business is Five Hundred and 00/100 Dollars (\$500.00).

ARTICLE IV

CAPITAL STOCK: The total number of shares of stock which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, said stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V

TERM OF EXISTENCE: This corporation shall have a perpetual term of existence, commencing upon receipt of these Articles by the Secretary of State.

ARTICLE VI

ADDRESS OF BUSINESS: The initial address of the principal office of the proposed corporation in the State of Florida shall be:

3444 East Lake Road, Suite 412
Palm Harbor, Florida 34685

ARTICLE VII

DIRECTORS: The number of Directors of this corporation shall be no more than five (5) and no less than one (1) Director. The names and addresses of the Directors who shall hold office for the first year of

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existence of the corporation or until a successor or successors are elected or appointed and who have qualified are:

ROBERT BRESCIA
P. O. Box 227
Crystal Bch, FL 34681

ARTHUR L. BRESCIA
1817 Aralia Drive
Mt. Prospect, IL 60056

ANTHONY BRESCIA
745 N. Hundley
Hoffman Estates, IL 60194

ARTICLE VIII

SUBSCRIBER: The name and address of the Subscriber of this corporation is: **ROBERT BRESCIA**
P. O. Box 227
Crystal Beach, FL 34681

ARTICLE IX

REGISTERED AGENT AND REGISTERED OFFICE: **BRESCIA GROUP, INC.** names and designates **ROBERT F. DIMARCO** the Registered Agent and also establishes 3444 East Lake Road, Suite 412, Palm Harbor, FL 34685, as its Registered Office within the State of Florida, pursuant to Section 607.164 Florida Statutes.

IN WITNESS WHEREOF, the undersigned subscriber to this instrument, Articles of Incorporation of **BRESCIA GROUP, INC.**, does place his hand and seal this 30th day of April, 1999, at Palm Harbor, Pinellas County, Florida.

Susan E. Batt
WITNESS Susan E. Batt

Debra A. Facklam
WITNESS Debra A. Facklam

Robert Brescia
ROBERT BRESCIA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared **ROBERT BRESCIA**, personally known to me or has produced Fl. Id. B620-760-67-216-0 as identification and who [did] [did not] take an oath, and known to be the person described in and who executed the foregoing instrument as Subscriber to the foregoing Articles of Incorporation who, after being first duly sworn, acknowledges that he executed same for the purposes set forth and that all information is true and correct to his best knowledge and belief.

WITNESS my hand and seal on this 10th day of April, 1999, at Palm Harbor, Pinellas County, Florida.

Susan E. Batt
NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: SUSAN E. BATT

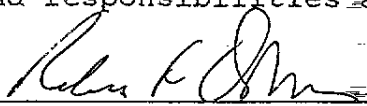
My Commission expires:



Susan E. Batt
MY COMMISSION # CC762265 EXPIRES
November 14, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

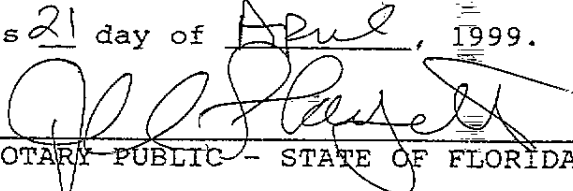
I, ROBERT F. DIMARCO, 3444 East Lake Road, Suite 412, Palm Harbor, FL 34685, do hereby accept appointment as Registered Agent of BRESCIA GROUP, INC, together with the duties and responsibilities attaching to such appointment.


ROBERT F. DIMARCO

STATE OF FLORIDA
COUNTY OF PINELLAS

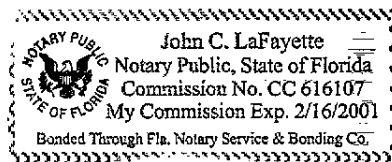
Before me personally appeared ROBERT F. DIMARCO, to me well known or has produced _____ as identification and who ~~[did]~~ ~~[did not]~~ take an oath, and known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed the said instrument for the purposes therein expressed.

WITNESS my hand and seal this 21 day of April, 1999.


NOTARY PUBLIC - STATE OF FLORIDA

Printed Name: JOHN C. LAFAYETTE
My Commission expires: 2/16/01

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