

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000008484
FILED 8:00 AM
January 30, 2004
Sec. Of State

Article I

The name of the Limited Liability Company is:
BREAKINGPOINT, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
161 CRANDON BOULEVARD
415
KEY BISCAYNE, FL. US 33149

The mailing address of the Limited Liability Company is:
161 CRANDON BOULEVARD
415
KEY BISCAYNE, FL. US 33149

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
MARK E. FRIED PROFESSIONAL ASSOCIATION
1110 BRICKELL AVENUE
700
MIAMI, FL. 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree 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.

Registered Agent Signature: MARK E. FRIED

Article V

The name and address of managing members/managers are:

Title: MGRM
RUSTOM GHYARA
10583 BEECH CREEK STREET
LAS VEGAS, NV. 89141

Title: MGRM
MITCHEL IVEY
1717 ROYAL HARBOR DRIVE
KNOXVILLE, TN. 37922

Title: MGRM
SERGIO MANNARINO
161 CRANDON BLVD., # 415
KEY BISCAYNE, FL. 33149

Signature of member or an authorized representative of a member

Signature: SERGIO MANNARINO

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