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Florida Department of State
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FOREIGN PROFIT QUALIFICATION

Breakpoint, Inc.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

February 10, 2004

BUSINESS FILINGS

SUBJECT: BREAKPOINT, INC.
REF: W04000005662

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

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

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Trevor Brumblay
Document Specialist

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN
THE STATE OF FLORIDA:

1. Name of Corporation: **Breakpoint, Inc.**
2. State or Country under the law of which it is incorporated: **North Carolina**
3. FBI number, if applicable: **Not Known**
4. Date of Incorporation: **12/31/03**
5. Duration: **Perpetual**
6. Date first transacted business in Florida: **Date of filing.**
7. Current mailing address: **2110 Portland Ave., Nashville, Tennessee 37212**
8. Purpose of corporation authorized in home state or country to be carried out in the state of Florida: **Main Street Mall Cart.**
9. Name and street address of Florida registered agent:
Name: Business Filings Incorporated
Office address: 660 East Jefferson Street, Tallahassee, Florida 32301

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Business Filings Incorporated, Mark Schiff, AVP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman:
Address:

Vice Chairman:
Address:

Director: Yuval Biton
Address: 2110 Portland Ave., Nashville, Tennessee 37212

Director:
Address:

B. OFFICERS

President: Yuval Biton
Address: 2110 Portland Ave., Nashville, Tennessee 37212

Vice President: Yuval Biton
Address: 2110 Portland Ave., Nashville, Tennessee 37212

Secretary: Jonathan Tayal
Address: 2110 Portland Ave., Nashville, Tennessee 37212

Treasurer: Yuval Biton
Address: 2110 Portland Ave., Nashville, Tennessee 37212

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

13. Yuval Biton, President
(Typed or printed name and capacity of person signing application)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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State of North Carolina

Department of The Secretary of State

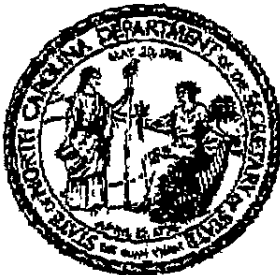
CERTIFICATE OF EXISTENCE

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify that

BREAKPOINT, INC.

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 31st day of December, 2003, with its period of duration being Perpetual.

I **FURTHER** certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State, if applicable; and that the said corporation has not filed articles of dissolution as of the date of this certificate.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 3rd day of February, 2004.

Elaine F. Marshall

Secretary of State

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