

Division of Corporations

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P01000015048

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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FLORIDA PROFIT CORPORATION OR P.A.

Breakpoint Partners, Inc.

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01 FEB - 8 AM 9:57
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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
BREAKPOINT PARTNERS, INC.**

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TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is BreakPoint Partners, Inc. (the "Corporation").

ARTICLE II

Initial Principal Office and Mailing Address

The Corporation's initial principal office is 10326 Abbotsford Drive, Tampa, Florida 33626, and the Corporation's mailing address is 12157 W. Linebaugh Avenue, Suite 338, Tampa, Florida 33626.

ARTICLE III

Shares

The Corporation shall have authority to issue 10,000 common shares with a par value of \$.01 per share.

ARTICLE IV

Initial Registered Agent and Office

The street address of the Corporation's initial registered office is 10326 Abbotsford Drive, Tampa, Florida 33626, and the name of the Corporation's initial registered agent at that address is Michael E. Lerner.

ARTICLE V

Incorporator

The name and address of the incorporator are:

Name

Michael E. Lerner

Address

10326 Abbotsford Drive
Tampa, Florida 33626

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ARTICLE VI
Initial Director

The Corporation initially shall have two (2) directors, whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Michael E. Lerner	10326 Abbottsford Drive Tampa, Florida 33626
Patricia L. Lerner	10326 Abbottsford Drive Tampa, Florida 33626

ARTICLE VII
Indemnification

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article VII is a part to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of directors and officers of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

The Corporation shall indemnify to the fullest extent permitted by law, whether currently existing or arising in the future, any person who is made, or is threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served as a director or officer of any other enterprises at the request of the Corporation.

Any repeal or modification of the foregoing paragraphs of this Article VII by the shareholders of the Corporation shall not adversely affect any right or protection of a director or officer of the Corporation existing at the time of such repeal or modification.

Dated this 7th day of February, 2001.


Michael E. Lerner, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 duties and obligations of my position as registered agent.

Dated this 7th day of February, 2001.


Michael E. Lerner, Registered Agent**FILED**

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TALLAHASSEE, FLORIDA

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