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TRANSMITTAL LETTER

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01 JUN -8 PM 2:39

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Date: April 10, 2001

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-06/08/01--01073--004

*****70.00 *****70.00

SUBJECT: BREEON INCORPORATED

Enclosed is an original and one {1} copy of the articles of incorporation and a check for:

\$70
Filing Fee

\$78.50
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certificate

\$131.50
Filing Fee
Certified Copy
Certificate

ADDITIONAL COPY REQUIRED

FROM: Gerald Ernest Dupree

15105 NW 77th Avenue, Suite 305
Address

Miami Lakes, Florida 33014
City, State, & Zip

(305) 824-8648 & (305) 651-3999 & (954) 234-3013
Daytime telephone numbers

D. WHITE JUN 12 2001

NOTE: Please provide the original and one copy of the articles

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

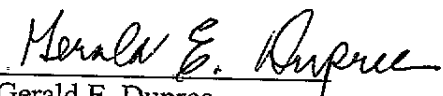
1. The name of the corporation shall be: BREEON Incorporated
2. The principal place of business and mailing address of the corporation is:
15105 NW 77th Avenue, Suite 305, Miami Lakes, Florida 33014
3. The corporation shall have the authority to issue one million (1,000,000) shares of stock.
4. The registered agent of the corporation is, Gerald E. Dupree, and the registered Address is 15105 NW 77th Avenue, Suite 305, Miami Lakes, Florida 33014.
5. The initial Board of Directors shall have (2) members whose names and addresses Are as follows: Aaron Hartwell, 15105 NW 77th Avenue, Suite 305, Miami Lakes, Florida 33014; Randi Hartwell, 15105 NW 77th Avenue, Miami Lakes, Florida 33014.

The number of directors may be raised or lowered by amendment of the by-laws of the corporation, but shall in no case be less than one
6. The incorporator of this corporation is, Gerald Ernest Dupree, whose street address is 1070 NE 204th Terrace, North Miami Beach, Florida 33179.

DATED: April 10, 2001

Having been named as registered agent and to accept service of process for the above stated corporation 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 am familiar with and accept the obligations of my position as registered agent.

DATED: April 10, 2001


Gerald E. Dupree
Incorporator & Registered Agent

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