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LAW OFFICES OF
RICHARD R. KURITZ
ATTORNEY AND COUNSELOR AT LAW

TRIAL PRACTICE
CRIMINAL LAW
DEBT COLLECTIONS
PERSONAL INJURY
CIVIL LITIGATION

COLORADO BAR ASSOCIATION
FLORIDA BAR ASSOCIATION

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November 19, 2001

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

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-11/21/01--01065--014
*****78.75 *****78.75

Re: Breakthrough, Inc.

To Whom It May Concern:

Please find enclosed a check made payable to the Secretary of State in the amount of Seventy-Eight Dollars and Seventy-Five Cents (\$78.75). Please file these articles with your office and return a certified copy to this office. If you have any questions please feel free to call me at the above telephone number.

Very Truly Yours,


Robert Hetsler Jr.
Law Clerk

Enc.

FILED
2001 NOV 21 PM 2:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5/11/27/01

CERTIFICATE OF INCORPORATION
OF
BREAKTHROUGH, INC.
A FOR-PROFIT CORPORATION

FILED

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

I. NAME AND CORPORATE STATUS

The name of the corporation is **BREAKTHROUGH, INC.**, a for-profit corporation formed under the Florida General Corporation Act.

II. NAME AND ADDRESS OF REGISTERED AGENT AND CORPORATE OFFICE

The name of the Corporation's registered agent and the address of the Corporation's registered office in the State of Florida are:

Registered Agent
Clint F. Broussard
803 W. Alfred St
Tampa, Florida 33603

Corporate Office
Breakthrough, Inc.
803 W. Alfred St
Tampa, Florida 33603

III. PURPOSE

The purpose of the Corporation is to be a for-profit corporation for all legal purposes.

IV. STOCK

This Corporation shall have authority to issue 500 shares of capital stock.
The capital stock shall be issued as follows:

Robert G. Hetsler, Jr.	250 shares
Clint F. Broussard	250 shares

V. TRANSFER RESTRICTIONS

Pursuant to F.S. 607.0627, the capital stock of Breakthrough Inc. shall not be sold to any other individual, company, business, partnership, limited liability company, limited liability partnership, limited partnership, general partnership, corporation without the express written consent of the other shareholder. The remaining shareholder shall have the first option of purchasing the capital stock and if he turns it down then the shareholder attempting to sell the stock can seek to sell the capital stock elsewhere. This provision is here in order to preserve the corporations identity because of the size of the corporation.

VI. NAMES AND MAILING ADDRESSES OF INCORPORATORS

The name and address of each incorporator is as follows:

1. Clint F. Broussard, President & CEO
803 W. Alfred St
Tampa, Florida 33603
2. Oriana Perez Hetsler, Secretary
8700 Southside Blvd # 2101
Jacksonville, FL 32256
3. Robert G. Hetsler, Jr., Vice President & CFO
8700 Southside Blvd # 2101
Jacksonville, FL 32256

VII. POWERS OF THE BOARD OF DIRECTORS

The Board of Directors which shall be commonly known as "The Executive Board" is authorized as follows:

- (a) To adopt, amend or repeal the Bylaws of the Corporation as set forth in the Bylaws of the Corporation.
- (b) To supervise all activities of the Corporation, consistent with the purposes of the Corporation set forth herein.

The three incorporators named in this Certificate of Incorporation shall serve as the initial Board of Directors of the Corporation.

Further qualifications for Directors may be added by the Bylaws of this Corporation.

VIII. POWERS OF THE STOCKHOLDERS

The Stockholders which shall be commonly known as "The Shareholders" is authorized as follows:

1. Collectively, make all material decisions concerning the status of the Corporation.
2. Collectively make all decisions concerning material expenditures of the Corporation. (Material decisions as used herein shall mean expenditures exceeding \$500.00). (If a mutual agreement cannot be reached then the Corporation shall not make the expenditure).
3. Collectively make decisions concerning the marketing and sales aspect of the Corporation. (If a mutual agreement cannot be reached then Clint Broussard. shall break the tie and the Corporation shall proceed as he sees fit.)

4. Collectively make decisions concerning the legal and accounting aspect of the Corporation.(If a mutual agreement cannot be reached then Robert G. Hetsler, Jr. shall break the tie and the Corporation shall proceed as he sees fit.)
5. Collectively make decisions concerning the declaration of dividends.(If a mutual agreement cannot be reached then the Corporation shall not declare dividends).
6. Collectively make decisions concerning the day to day operations of the Corporation.(If the day to day operations do not concern sales, marketing, accounting, or legal then "The Shareholders" shall spend adequate time attempting to resolve the decision until a decision is reached).

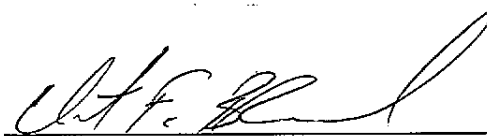
IX. INDEMNIFICATION

To the maximum extent permitted by law, no Director of the Corporation shall be liable to the Corporation for monetary damages for any negligent act or omission of an employee of the Corporation or for any negligent act or omission of another Director, provided that this immunity shall not extend to intentional torts or to grossly negligent acts or omissions personal to any Director of the Corporation.

That the Corporation shall, to the maximum extent permitted by law, indemnify the incorporators for all acts in incorporating this corporation as discussed in the previous paragraph.

* * * * *

THE UNDERSIGNED, being the above named President and Vice President both of which are incorporators, for the purpose of forming a for-profit corporation under the Florida General Corporation Act, make this Certificate, and hereby declare and certify this is the act and deed of the undersigned and that the facts herein stated are true as of this 14th day of November, 2001.



Clint F. Broussard, President & CEO

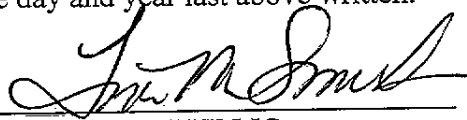
Clint F. Broussard



Robert G. Hetsler, Jr., Vice President & CFO

STATE OF FLORIDA)
) ss.
COUNTY OF DUVAL)

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 14th day of November, 2001, personally appeared the above incorporators, to me known to be the identical persons who executed the within and foregoing Certificate of Incorporation, and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.



NOTARY PUBLIC

SEAL

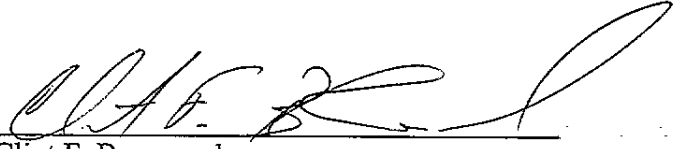


TINA M. SMITH
Notary Public, State of Florida
My comm. expires June 26, 2004
Comm. No. CC 949407

My Commission Expires:

BREAKTHROUGH, INC.
A FOR-PROFIT CORPORATION, REGISTERED AGENT ACCEPTANCE

On this 14th day of November, I, Clint F. Broussard, 803 W. Alfred St, Tampa, Florida 33603, do hereby accept being the registered agent for the **BREAKTHROUGH, INC.**, at the above named address.


Clint F. Broussard

Clint F. Broussard

STATE OF Florida)
)
COUNTY OF DUVAL) ss.

Before me, the undersigned Notary Public, in and for the County and State aforesaid, on this 14th day of November, 2001, personally appeared Clint F. Broussard, to me known to be the identical person who executed the within and foregoing Registered Agent Acceptance, and acknowledged to me that he executed the same as his free and voluntary act and deed for the uses and purposes therein set forth. Given under my hand and seal of office the day and year last above written.



NOTARY PUBLIC

SEAL

My Commission Expires:



TINA M. SMITH
Notary Public, State of Florida
My comm. expires June 26, 2004
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