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Articles

1.)

Break Through Promotions, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

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SPECIAL INSTRUCTIONS

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ARTICLES OF INCORPORATION

OF

BREAK THROUGH PROMOTIONS, INC.

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

CORPORATE NAME

The name of the corporation shall be: **BREAK THROUGH PROMOTIONS, INC.**

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 1717 Blanding Boulevard, Suite 101-102, Jacksonville, Florida 32210.

ARTICLE III

SHARES

The number of shares of stock that this corporation is authorized to have, outstanding at any one time are: 1000 shares with no par value.

ARTICLE IV

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: James Lopez and the mailing address of its initial agent is: 1717 Blanding Boulevard, Suite 101-102, Jacksonville, Florida 32210.

ARTICLE V

INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are): Barbara Pizzo, 701 Renner Road, Wilmington, Delaware 19810.

ARTICLE VI

DURATION

The duration of the corporation shall be perpetual.

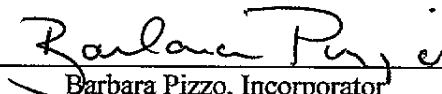
ARTICLE VII

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is one (1).

The name and address of the person who is to serve as member of the initial board of directors of the corporation is as follows: James Lopez, 1717 Blanding Boulevard, Suite 101-102, Jacksonville, Florida 32210.

The undersigned incorporator has executed these Articles of Incorporation this twelfth day of June 2002.

A handwritten signature in cursive script, appearing to read "Barbara Pizzo", is written over a horizontal line.

Barbara Pizzo, Incorporator
Corporate Consulting Ltd.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **BREAK THROUGH PROMOTIONS, INC.**

2. The name and address of the registered agent and office is:

JAMES LOPEZ
(Name)

1717 BLANDING BOULEVARD, SUITE 101-102
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

JACKSONVILLE, FLORIDA 32210
(City/State/Zip)

Having been named as registered agent 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 I am familiar with and accept the obligations of my position as registered agent.

James Lopez
(Print name)

James Lopez
(Signature)

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TALLAHASSEE, FLORIDA
6/11/02