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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

6-11-03

Ward & Meyers, L.L.C.
Certified Public Accountants
3201 Flagler Avenue, Suite 506
Key West FL 33040
(305) 293-0265

June 5, 2003

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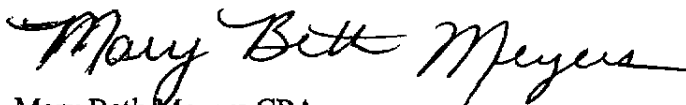Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

RE: Check not enclosed in original filing.

To Whom It May Concern:

Enclosed, please find a check for $87.50 to cover the cost of filing, and producing a certified copy and certificate of status for Spanky's Fish and Lure, Inc.   Due to an inadvertent error, the Articles of Incorporation and cover letter were mailed separately earlier today without this payment.

Please contact me at the number above if this short delay will cause the filing to be rejected. Thank you for your prompt attention to this matter.

Sincerely,

Mary Beth Meyers CPA

Spanky's Fish 'n Lures, Inc.
3861 Gillot Road
Big Pine Key   FL   33043
(305) 923-1771

June 5, 2003

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

RE: Transmittal Letter for Spanky's Fish 'n Lures, Inc.

To Whom It May Concern:

Enclosed, please find an original and one copy of the articles of incorporation for Spanky's Fish 'n Lures, Inc. Also enclosed, please find a check for $87.50 to cover the cost of filing, and producing a certified copy and certificate of status.

Thank you for your prompt attention to this matter.

Sincerely,

Gary J. Payne
President

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I   NAME

The name of the corporation shall be Spanky's Fish 'n Lures, Inc.

ARTICLE II   PRINCIPLE OFFICE

The principle place of business and mailing address of this corporation shall be, 3861 Gillot Road, Big Pine Key FL 33043.

ARTICLE III   SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV   INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Mary Beth Meyers CPA
Ward & Meyers, L.L.C.
3201 Flagler Avenue, Suite 506
Key West FL 33040

ARTICLE V: EFFECTIVE DATE

The effective date of this corporation shall be June 5, 2003

ARTICLE V: OFFICERS

The following officers have been appointed to the management of this organization:

Serving in the capacity of President/Vice-President/Treasurer/Secretary
Gary J. Payne
3861 Gillot Road
Big Pine Key FL 33043

ARTICLE VII: INCORPORATOR(S)

The undersigned incorporator has executed these Articles of Incorporation this 5^t Day of June, 2003.

Signature: _Gary J. Payne_ – President/Vice President/Treasurer/Secretary

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 Away Enterprises, Inc.

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

Mary Beth Meyers CPA
Ward & Meyers, L.L.C.
3201 Flagler Avenue, Suite 506
Key West FL 33040

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 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.

_____   ___6/5/03_____
(Signature)   (Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314