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PICK-UP WAIT MAIL

(Business Entity Name)

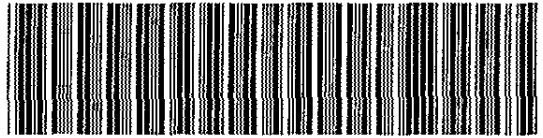
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DEPARTMENT OF STATE SECRETARY OF STATE
DIVISION OF CORPORATIONS TALLAHASSEE, FLORIDA
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 136776 4323092

AUTHORIZATION :

Patricia Pijet

COST LIMIT : \$ 50.00

ORDER DATE : June 18, 2003

ORDER TIME : 10:32 AM

ORDER NO. : 136776-005

CUSTOMER NO: 4323092

CUSTOMER: Ms. Michelle Brandeis
Mandel Resnik Kaiser
20th Floor
220 East 42nd Street
New York, NY 10017

File 1st.

CERTIFICATE OF DOMESTICATION

NAME: BREEAAD M.V. CORP.

EFFECTIVE DATE:

XX CERTIFICATE OF DOMESTICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- XX PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# ~~1114~~ 1156
EXAMINER'S INITIALS: _____

CERTIFICATE OF DOMESTICATION

FILED

The undersigned, Peter Botsaris,
(Name)

(Title)

03 JUL 30, PM 1:53

SECRETARY OF STATE
TALLAHASSEE FLORIDA

of BREEAAD M.V. CORP. a foreign Corporation,
(Corporation Name)

in accordance with F.S., 607.1801 does hereby certify:

1. The date on which corporation was first formed is June 2, 1989.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being is the State of New York.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication is BREEAAD M.V. CORP.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is BREEAAD M.V. CORP.
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication is the State of New York.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Vice-President, of BREEAAD M.V. CORP

and am authorized to sign this certificate of Domestication on behalf of the corporation and have done so this the 24TH day of July, 2003

Peter Botsaris
(Authorized Signature)

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

ARTICLES OF INCORPORATION

In compliance with Chapter 607, F.S.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I NAME

The name of the corporation shall be: BREEAAD M.V. CORP

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is: c/o Garzik-Aug Associates, 360 Lexington Avenue, 4th floor, New York, New York 10017

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: To acquire, sell, operate, lease and mortgage, otherwise deal in real estate.

ARTICLE IV SHARES

The number of shares of stock is: 200 no par

ARTICLE V INITIAL OFFICERS/DIRECTORS (optional)

The name(s) and address(es):

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is:

Corporation Service Company
1201 Hays Street
Tallahassee, Fl 32301

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Mandel Resnik Kaiser Moskowitz & Greenstein P.C.
220 East 42nd Street, 20th floor
New York, New York 10017

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Solores Bulton
Signature/Registered Agent

7/29/03
Date

[Signature]
Signature/Incorporator

7/25/03
Date