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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 330452 4327968

AUTHORIZATION :

Patricia Pigato

COST LIMIT : \$ 78.75

ORDER DATE : November 20, 2003

ORDER TIME : 11:11 AM

ORDER NO. : 330452-005

CUSTOMER NO: 4327968

CUSTOMER: Ms. Stacy L. Geary
Raynor Law Firm, P.a.

14241 U.s. Hwy 1

Juno Beach, FL 33408

DOMESTIC FILING

NAME: BREAKEVEN ASSOCIATES INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

BREAKEVEN ASSOCIATES INC.

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The undersigned, being a natural person, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "corporation") is BREAKEVEN ASSOCIATES INC. The mailing address and principal place of business of the corporation is 14141 U.S. Highway One, Juno Beach, FL 33408.

SECOND: The duration of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of the State of Florida or any other state, territory, country, or nation. This corporation shall have all of the powers conferred upon corporations under the Florida Business Corporation Act, as said Act may be amended, from time to time.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one thousand (1,000), all of which shall have a par value of One (\$1.00) Dollar and are of the same class and are to be common shares.

FIFTH: No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation, and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have become authorized but unissued shares, and any and all of such rights and options may be granted by the

Board of Directors to such persons, firms, corporations, and associations, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

SIXTH: The address of the initial registered office of the corporation in the State of Florida is 14141 U.S. Highway One, Juno Beach, Florida 33408, and the name of its initial registered agent at said address is Darren R. Goldstein.

SEVENTH: The number of directors constituting the initial Board of Directors is two (2).

The name and address of each person who is to serve as a member of the initial Board of Directors of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Darren R. Goldstein	14141 U.S. Highway One Juno Beach, FL 33408
Joseph F. Commendatore	14141 U.S. Highway One Juno Beach, FL 33408

EIGHTH: The name and address of the incorporator is as follows:

Raynor Law Firm, P.A.	14241 U.S. Highway One Juno Beach, Florida 33408-1405
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NINTH: To the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended from time to time, and in accordance with the provisions of the by-laws adopted from time to time, the corporation shall indemnify any and all persons whom it may indemnify under said provisions from and against any and all of the expenses, including attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, including any appeal thereof. Such indemnification shall not be deemed to be exclusive of any other rights to which a person indemnified hereunder may be entitled under the by-laws, or

under any agreement, vote of shareholders or disinterested directors, or otherwise, both as to matters arising by reason of the fact that he or she is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and shall continue as to a person who has ceased to be a director, officer, employee or agent of the corporation, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: The corporate existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State, State of Florida.

IN WITNESS WHEREOF, I do hereby subscribe these Articles of Incorporation on November 19, 2003 at 10:00 A.M. in the Town of Juno Beach, State of Florida.

RAYNOR LAW FIRM, P.A.

By: _____

Jeffrey S. Raynor, President

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 19th day of November, 2003, by JEFFREY S. RAYNOR, as President of Raynor Law Firm, P.A., a Florida corporation, on behalf of said corporation, who personally appeared before me, and who is/are personally known to me or (if not personally known to me) who has/have produced N/A as identification.

NOTARY PUBLIC:



Stacy L. Geary
My Commission DD112370
Expires July 22, 2006

Stacy L. Geary
Sign Above and Print Name
Here: _____

Notary Public - State of Florida
Commission Expiration Date: _____
Commission Number: _____

[Seal, if any]

CERTIFICATE OF DESIGNATION
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 BREAKEVEN ASSOCIATES INC.

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

Darren R. Goldstein
14141 U.S. Highway One
Juno Beach, FL 33408

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Darren R. Goldstein

Date: November 19th, 2003

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