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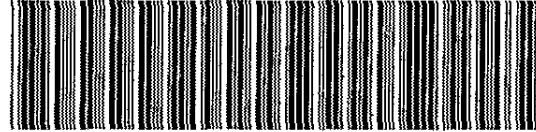
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Hampton SEP 07 2006

LAW OFFICES
Hayden & Facciolo, P.A.

PLEASE REPLY TO:

CALVIN E. HAYDEN
V. JAMES FACCILOLO

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September 1, 2006

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VIA U.S. MAIL

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

Re: Breeze Xports, Inc. / Filing Articles of Incorporation

Dear Sir or Madam:

This law firm represents the incorporator of Breeze Xports, Inc., Mr. Thomas Lenard. Enclosed you will find the original and one copy of the Articles of Incorporation for Breeze Xports, Inc. for filing with the State of Florida. A check in the amount of \$ 87.50, which includes the filing fee, and the fees associated with obtaining a certified copy of the Articles and a Certificate of Status. If you have any questions in connection with this filing, please contact the undersigned attorney.

Sincerely,

HAYDEN & FACCILOLO, P.A.


Christal L. Fish

CLF
Enc.

FILED
2006 SEP -7 PM 2: 05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Breeze Xports, Inc.**

The undersigned hereby forms a for-profit corporation under Chapter 607, Florida Statutes, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Breeze Xports, Inc. ("Corporation").

ARTICLE II

PRINCIPAL OFFICE

The principal business office of the Corporation shall be located initially at 85386 Sagaponack Dr., Fernandina Beach, FL 32034, and the office of the Corporation may thereafter be at such other place as the Board of Directors ("Board") may designate from time to time.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The Corporation is being formed to engage in any activity or business permitted under the laws of the State of Florida and the United States.

ARTICLE IV

SHARES OF STOCK

The total number of common shares this Corporation is authorized to have is 100, and the par value of each share shall be \$ 1.00.

ARTICLE V

DIRECTORS

- (1) The Corporation will initially have one director.
- (2) The number of directors may be increased to a number determined by the Bylaws. Directors shall be elected at the annual meeting in the manner determined by the Bylaws.
- (3) Directors may be removed and vacancies shall be filled in the manner provided by the Bylaws.

- (4) The name and address of the initial director is as follows:

Thomas J. Lenard
85386 Sagaponack Drive
Fernandina Beach, FL 32034

ARTICLE VI

OFFICERS

- (1) The affairs of the Corporation shall initially be administered by the officers named below.
- (2) Officers shall be elected annually at its first meeting following the annual meeting.
- (3) The name and address of the initial officer is as follows:

Thomas J. Lenard, President, Treasurer, Secretary, VP
85386 Sagaponack Drive
Fernandina Beach, FL 32034

ARTICLE VII

BYLAWS

The first Bylaws of the Corporation shall be adopted by the director named herein, and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE VIII

INDEMNIFICATION

Every director and every officer shall be indemnified against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being, or having been, a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the directors or officer is adjudged guilty of wilful malfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification and reimbursement as being for the best interest of the Corporation.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Corporation shall be:

Thomas J. Lenard
85386 Sagaponack Drive
Fernandina Beach, FL 32034

ARTICLE X

DISSOLUTION

The Corporation may be dissolved in the manner provided by the laws of Florida.

ARTICLE XI

TERM

The existence of this Corporation shall be perpetual.

ARTICLE XII

AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- (2) Such approval must be by not less than a majority of the shareholders.

ARTICLE XIII

PREEMPTIVE RIGHTS

A holder of stock of the Corporation shall be entitled as such, as a matter of right or otherwise, to subscribe for or purchase any part of any new or additional stock issue or debt of any class or series whatsoever, of Corporation, or of securities convertible into equity or debt of any class whatsoever, whether now or hereafter authorized, or whether issued for cash or other consideration or by way of a dividend.

ARTICLE XIII

INCORPORATORS

The name and address of the Incorporator is:

Thomas J. Lenard
85386 Sagaponack Drive
Fernandina Beach, FL 32034

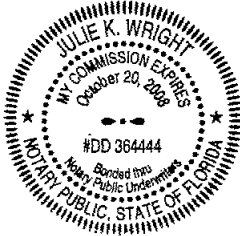
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Corporation, has executed these Articles of Incorporation this 05 day of September, 2006.

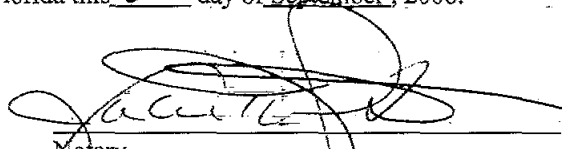

Thomas J. Lenard, Incorporator

STATE OF Florida
COUNTY OF Nassau

The foregoing instrument was freely and voluntarily acknowledged before me by Thomas J. Lenard, who is personally known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at Fernandina Beach, Nassau County, Florida this 5th day of September, 2006.




Notary

Seal

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

BREEZE EPORTS, INC., desiring to organize under the laws of the State of Florida as a for-profit corporation, with its principal place of business in Nassau County, Florida, has named Thomas J. Lenard, whose address is 85386 Sagaponack Dr., Fernandina Beach, FL 32034, as its registered agent to accept service of process within this state, all in accordance with Chapter 607, Florida Statutes.

DATED this 05 day of September, 2006.

Breeze Xports, Inc.

By: Thomas J. Lenard
Thomas J. Lenard

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 agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 05 day of September, 2006.

By: Thomas J. Lenard
Thomas J. Lenard