

**Electronic Articles of Incorporation
For**

P07000013720
FILED
January 30, 2007
Sec. Of State
jshivers

BREAKTHRU TECHNOLOGIES, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

BREAKTHRU TECHNOLOGIES, INC.

Article II

The principal place of business address:

17076 BOCA CLUB BLVD.
SUITE # 4
BOCA RATON, FL. 33487

The mailing address of the corporation is:

8721 SANTA MONICA BLVD.
SUITE #520
LOS ANGELES, CA. 90069

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

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

MICHAEL L HUGHES
17076 BOCA CLUB BLVD.
SUITE #4
BOCA RATON, FL. 33487

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: MICHAEL L HUGHES

Article VI

The name and address of the incorporator is:

MICHAEL L HUGHES
17076 BOCA CLUB BLVD.
SUITE #4
BOCA RATON, FL 33487

Incorporator Signature: MICHAEL L HUGHES

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: P
MICHAEL L HUGHES
17076 BOCA CLUB BLVD.
BOCA RATON, FL. 33487

Article VIII

The effective date for this corporation shall be:

01/30/2007