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ARTICLES OF INCORPORATION

of

BREAKTHROUGH TECHNOLOGIES CORPORATION

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is **BREAKTHROUGH TECHNOLOGIES CORPORATION**.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The date and time of the commencement of the corporate existence shall be the date of the filing of these Articles by the Department of State for the State of Florida.

ARTICLE IV

The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida General Corporation Act of the State of Florida.

ARTICLE V

The aggregate number of shares which the corporation shall have authority to issue is Five hundred (500) shares of capital stock, \$0.01 par value per share, which capital stock is designated as Common Stock.

ARTICLE VI

The number of directors constituting the Initial Board of Directors of the corporation shall be one (1). The number of directors may be increased or diminished from time to time by a vote of the shareholders, but shall never be less than one (1). The name and address of the initial director and officer of this corporation are:

Prepared by:
Mark J. Bryn
FL Bar # 321848
2 E. Broward Blvd.
Suite 3500
Miami, FL 33131
(305) 374-0601

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Paul Schattner - President/Director
 1001 W. Cypresshead Drive
 Suite 302
 Fort Lauderdale, Florida 33309

The name and address of the incorporator signing these Articles are:

Mark J. Bryn
 2 South Biscayne Blvd.
 Suite 3399
 Miami, Florida 33131

ARTICLE VII

The name and address of the initial registered agent and the initial registered office are:

Mark J. Bryn
 2 South Biscayne Blvd.
 Suite 3399
 Miami, Florida 33131

ARTICLE VIII

The initial by-laws of the corporation shall be adopted by the directors. Thereafter, by-laws of the corporation may be adopted, altered, amended or repealed from time to time only by the shareholders of the corporation.

ARTICLE IX

The principal place of business and mailing address of this corporation is:

1001 W. Cypresshead Drive
 Suite 302
 Fort Lauderdale, Florida 33309

EXECUTED at Miami, Florida, this 20th day of July, 1995.

Mark J. Bryn
 Mark J. Bryn, Incorporator

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance is submitted in compliance thereof:

Prepared by:
 Mark J. Bryn
 FL Bar # 831842
 22 S. Biscayne Blvd.
 Suite 3399
 Miami, FL 33131
 (305) 374-0801

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