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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: BREAKTROUGH TECHNOLOGIES CORPORATION
FAX AUDIT NUMBER: H95000008052
DATE REQUESTED: 07/21/1995
CERTIFIED COPIES: 1
NUMBER OF PAGES: 4
ESTIMATED CHARGE: \$122.50
CURRENT STATUS: REQUESTED
TIME REQUESTED: 10:18:59
CERTIFICATE OF STATUS: 0
METHOD OF DELIVERY: FAX
ACCOUNT NUMBER: 072450003255

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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, \$0.1 per 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:

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Prepared by:
Mark J. Dyer
FL. Bar # 321848
28. E. McGowan Blvd.
Suite 3509
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, 1993.

Mark J. Bryn
Mark J. Bryn, Incorporator

SECRETARY OF STATE
FLORIDA
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**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:

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