P96000038548

Breakpoint Management Group, Inc. 8535 Baymeadows Road, Suite 3148 Jacksonville, Florida 32258

April 19, 1996

Division of Corporations Secretary of State PO 6327 Tallahassee, Florida 32314

Dear Division of Corporations:

Enclosed please find Articles of Incorporation for Breakpoint Management Group, Inc. along with a check in the amount of \$70.00 for filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return this in the enclosed prepaid United Parcel envelope to me with the filing date stamped on it.

Thank you

Richard A. Bliss Incorporator 400001801984 -04/30/96--01112--010 ******70.00 ******70.00

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Articles of Incorporation

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1. The name of the corporation is:

Breakpoint Management Group, Inc.

PALLER TO THE PROPERTY

2. The principal place of business and mailing address of the corporation is:

8535 Baymeadows Road Suite 3148 Jacksonville, Florida 32211

- 3. The corporation shall have the authority to issue 150 shares of common stock, in one class only, each with a par value of \$1.00.
- 4. The registered agent of the corporation is John R. Crawford and the registered address is Kent, Ridge & Crawford, 225 Water Street, Suite 900, Jacksonville, Florida.
- 5. The initial Board of Directors shall have one (2) member whose names and addresses are:

Terry Trussell 7902 Los Robles Court Jacksonville, Florida 3:2256

Timothy Foster
17 Aledo Court

St. Augustine, Florida 32086

The number of directors may be raised or lowered by amendment of the bylaws of the corporation, but shall in no case be less than one.

6. The incorporator of this corporation is Richard A. Bliss whose address is 11822 Greenland Oaks Drive, Jacksonville, Florida 32258.

Dated April 22, 1996

Incorporator

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 am familiar with and accept the obligations of my position as registered agent.

April 22, 1996

Registered Agent

P96000038548

Requestor's Name

1162.26gruenten Oaks, Dr. JACKGUNVILLE FL 52258

Office Use Only

Examiner's Initials

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Secretary of State

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SECRETARY DE STATE
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Juno 6, 1997

Richard A. Bliss 11822 Greenlen Oaks Drive Jacksonville, FL 32258

SUBJECT: BREAKPOINT MANAGEMENT GROUP, INC. Ref. Number: P96000038548

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The fee to file your document is \$35.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson Corporate Specialist Supervisor

Letter Number: 697A00030715

FILED 97 JUN 17 PH 12: 3." SECRETARY DE STATE TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is: BREAKPOINT MAWAGEMENT
GRO	oup, INC.
SECOND:	The date dissolution was authorized: MARCH 15, 1997
1!HRD:	Adoption of Dissolution (CHECK ONE)
Disse was	olution was approved by the shareholders. The number of votes cast for dissolution sufficient for approval.
Disse	olution was approved by vote of the shareholders through voting groups.
77	he following statement must be separately provided for each voting group witled to vote separately on the plan to dissolve:
The 1	number of votes cast for dissolution was sufficient for approval by
	(voting group)
Signed	
Signature	this 15 TH day of MARCH, 19 97
	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	RICHARD A BLISS
	(Typed or printed name)
	PRESIDENT
	(Title)