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April 30, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: Breakout, Inc.

200001611522
-05/07/96--01122--009
*****70.00 *****70.00

Dear Sir or Madam:

Enclosed please find a check payable to Secretary of State in the amount of \$70.00, representing payment for the filing of the enclosed Articles of Incorporation. Also enclosed herewith is a copy of said Articles of Incorporation.

After the Articles of Incorporation have been filed, please return a filed copy to our office in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,

Garry, Dytrych & Ryan, P.A.

Alys Nagler Daniels, Esq.

AND/km
Enclosures

96 MAY -7 PM 3:59
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

200001611522
5-13-96

SS 11-120
JAN 17 PM 3:50
COUNTY OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BREAKOUT, INC.

The undersigned, for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida, do hereby make, subscribe and acknowledge this certificate for that purpose.

ARTICLE I

The name of the corporation shall be BREAKOUT, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by the corporation, as principal, or as agent, is as follows:

1. To provide graphic design services.
2. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
3. To do all and everything necessary and appropriate for the accomplishment of the business and objects enumerated in this Certificate or any amendment thereof, necessary or incidental to the attainment of the business or objects of the corporation, whether or not such business or objects of the corporation are similar in nature to the business or objects set forth in this Certificate or any amendment thereof. The foregoing shall be construed as objects and powers in furtherance not in limitation of the general powers conferred from time to time by laws of the State of Florida; and it is hereby expressly provided that the enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the corporation, and that the corporation shall and may do all and everything necessary, suitable or proper for the accomplishment of any of the purposes or objects herein enumerated, either alone or in association with other corporations, firms or individuals to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

and2856, Inc

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any time is NINE HUNDRED NINETY NINE (999) shares of common stock with a par value of \$.10 per share.

ARTICLE IV

The amount of capital with which the corporation shall begin business shall not be less than NINETY NINE and 90/100 Dollars (\$99.90).

ARTICLE V

The corporation shall have perpetual existence unless sooner dissolved according to law, and its existence shall commence upon filing.

ARTICLE VI

The principal office of this corporation is to be located at 11780 U.S. Hwy. One, Suite 101, N. Palm Beach, FL 33408.

The Board of Directors shall have the power and the authority to establish branch offices and places of business of this corporation at any point in the State of Florida, or in any state, territory, or district of the United States, or in any foreign country, as they may deem necessary for the best interests of the business.

ARTICLE VII

This corporation shall have THREE (3) Directors initially. The business of this corporation shall be conducted by a Board of Directors of not less than one (1) nor more than five (5) Directors as determined by the Shareholders from time to time. The Board of Directors shall have the power and authority to prescribe the consideration to be paid to the corporation in exchange for the issuance and disposal of its capital stock. The Board of Directors shall also have the authority and the power to adopt by-laws which shall govern the operation of the business of this corporation, and to thereafter amend the same from time to time if necessary.

ARTICLE VIII

The name and post office address of the Incorporator signing these Articles of Incorporation is as follows:

Name:

Address:

Robert John Gibson

5 Bayview Court
Tequesta, FL 33458

The value of consideration which the subscribers shall pay for each share of stock shall be at least \$.10 per share, and the proceeds of the stock subscribed for will be at least as much as the amount necessary to begin the business of the corporation at the time the stock certificates thereof are issued and the corporation otherwise activated.

ARTICLE IX

The name and post office address of the Directors and Officers who shall hold office for the first year of the corporation's existence or until their successors have been elected and qualified are as follows:

Name:

Address:

Robert John Gibson
Director and President

5 Bayview Court
Tequesta, FL 33458

Kenneth John Roscoe
Director and Vice Pres.

272 Feather Point South
Jupiter, FL 33458

Steven John Owens
Director and Vice Pres.,
Secretary and Treasurer

4871 Via Palm Lake #709
West Palm Beach, FL 33417

ARTICLE X

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI

All of the subscribers to these Articles of Incorporation are over the age of twenty-one years and are sui juris.

Stock certificates shall not be issued unless and until the same are paid for in full with cash, or its equivalent. Stock

certificates shall not be valid unless signed and issued by the president and attested by the secretary, who shall affix thereon the corporate seal.

ARTICLE XII

The name of the initial registered agent and the address of the initial registered office of the corporation is as follows:

Robert John Gibson

11780 U.S. Hwy. One, Suite 101
N. Palm Beach, FL 33408.

ARTICLE XIII


Nothing in these Articles of Incorporation shall be taken to limit the power of this corporation, and this corporation shall have all of the rights and powers that are expressly stated under the Florida Statutes and Laws (F.S. 607 and as amended in the future). The corporation shall elect to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1362, Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein, has made and subscribed these Articles of Incorporation this 30th day of April, 1996, and the undersigned registered agent hereby states that he is familiar with and accepts the duties and responsibilities as registered agent for this corporation.

Signed, sealed and delivered
in the presence of:


Print Witness Name: Wendy A. Curtis


Print Witness Name: Alyssa Nagler Daniels



Robert John Gibson, Incorporator

FILED
96 MAY -7 PM 3:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Robert John Gibson, to me personally known or ~~who provided~~ as identification and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 30th day of April, 1996



ALYS NAGLER DANIELS
COMMISSION # CC 440851
EXPIRES FEB 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public
My Commission Expires:
Commission No.:

ACCEPTANCE OF REGISTERED/RESIDENT AGENT

Having been designated to accept service of process for the above stated corporation, at the place set forth hereinabove, I hereby accept such designation and agree to act in such capacity and hereby state that I am familiar with and accept the duties and responsibilities as registered agent for this corporation and agree to comply with the provisions of Section 607.0505 of the Florida Statutes.

Robert John Gibson, Registered Agent

Dated: 4/30/96

STATE OF FLORIDA
COUNTY OF Palm Beach

BEFORE ME, the undersigned officer duly authorized to take acknowledgments, this day, personally appeared Robert John Gibson, to me personally known or ~~who provided~~ as identification and who executed the foregoing, and he acknowledged before me that he executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 30th day of April, 1996



ALYS NAGLER DANIELS
COMMISSION # CC 440851
EXPIRES FEB 21, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.

Notary Public
My Commission Expires:
Commission No.