

5/19/98

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: BREATHEEZE, INC.

AUDIT NUMBER.....H98000009384

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
BREATHEEZE, INC.

FILED
98 MAY 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - Name and Address:

The name of the Corporation shall be

BREATHEEZE, INC.

The address of the initial principal office of this corporation shall be 1411 E. Sandpiper Circle, Pembroke Pines, FL, 33026, and the mailing address shall be the same.

ARTICLE II - Nature of Business:

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE III - Capital Stock:

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 per share, par value.

ARTICLE IV - Registered Agent:

The Street Address of the initial registered office of the corporation shall be 1995 W. Commercial Blvd., Suite C, Fort Lauderdale, Florida 33309, and the name of the initial registered agent of the corporation at that address shall be Mimi Nofil

Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Ft. Lauderdale, FL 33309
(954) 202-1900

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ARTICLE V - Term of Existence:

The corporation is to exist perpetually.

ARTICLE VI - Officers and Directors:

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until their successor is elected or appointed is:

Gladys Bishop
1411 E. Sandpiper Circle
Pembroke Pines, Florida 33026

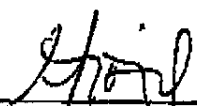
President
Secretary
Treasurer

ARTICLE VII - Incorporator:

The name and street address of the incorporator to these Articles of Incorporation is:

Mimi Nofil
1995 W. Commercial Blvd, Suite C
Fort Lauderdale, FL 33309

IN WITNESS WHEREOF, the undersigned has hereunto set his hand, on this 19th day of May, 1998.



MIMI NOFIL
PRESIDENT of UNIVERSAL BUSINESS & ACCOUNTING,
INC.
(REGISTERED AGENT)

Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Ft. Lauderdale, FL 33309
(954) 202-1900

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ARTICLE VIII - Code Section 1244 Stock

All stock issued by this corporation shall be deemed to be "small business stock" as defined by Internal Revenue Code Section 1244.

ARTICLE IX - Registered Agent

I hereby am familiar with and accept the duties and responsibilities as registered agent for said Corporation.



MIMI NOFIL

PRESIDENT of UNIVERSAL BUSINESS & ACCOUNTING,
INC.

(REGISTERED AGENT)

Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.


In pursuance of Chapter 607.34 Florida Statutes, the
following is submitted, in compliance with said Act:

First That BREATHEEZE, INC.

desiring to organize under the laws of the State of Florida
with its principal office as indicated in the articles of
incorporation at the City of Pembroke Pines, County of
Broward, State of Florida has named Mimi Nofil, located at
1995 W. Commercial Blvd., Suite C, City of Fort Lauderdale,
City of Broward, State of Florida, as its agent to accept
service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the
above stated corporation, at place designated in this
certificate. I hereby accept to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


MIMI NOFIL
PRESIDENT of MIMI NOFIL,
(REGISTERED AGENT)

FILED
98 MAY 19 PM 1:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Prepared by:

Mimi Nofil,
PRESIDENT of Universal Business & Accounting, Inc.
1995 W. Commercial Blvd, Suite C
Ft. Lauderdale, FL 33309
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