7/01/98

PUBLIC ACCESS SYSTEM BLECTRONIC FILING COVER SHEET 11:13 AM

(((H98000012213 8)))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: BREEZES INTERNATIONAL CORP.

AUDIT NUMBER...... H98000012213

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

CERT. OF STATUS...0

PAGES..... 4

CERT. COPIES.....1

DEL.METHOD.. FAX

EST.CHARGE.. \$122.50

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX

AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

Help F1 Option Menu F2 NUM CAPS Connect: 00:02:31

10F-05-1668 15:08



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

July 1, 1998

EMPIRE

SUBJECT: BREEZES INTERNATIONAL CORP.

REF: W98000015086

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE STATE THE TITLE OF THE OFFICE LISTED IN ARTICLE III.

If you have any further questions concerning your document, please call (850) 487-6067.

Neysa Culligan Document Specialist FAX Aud. #: E98000012213 Letter Number: 498A00035747

H98000013313

ARTICLES OF INCORPORATION OF BREEZES INTERNATIONAL CORP.

98 JUL -2 PM 2: 07 SECRETARY OF STATE TALLAHASSEE, FLORIDA

Article I - NAME

The name of the corporation is BREEZES INTERNATIONAL CORP.

Article II - PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation is 300 NE 188th Street, North Miami Beach, Florida 33160

Article III - OFFICERS

The name and address of the initial officer(s) is:

Lioubov Feldman - President 300 NE 188th Street North Miami Beach, FL 33160

Article IV - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is ONE HUNDRED (100) shares with a \$1.00 par value.

Article V - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent for this corporation is Lioubov Feldman, 300 NE 188th Street, North Miami Beach, Florida 33160

Prepared by: Mario I. Louis, Esq., Florida Bar No. 0849154 Carmel & Associates, P.A., 100 N Biscayne Blvd. #2800, Miami, Florida - (305) 577-8600

H98000012213

H98000012213

Article VI - INCORPORATOR

The name and address of the incorporator for this corporation is Lioubov Feldman, 300 NE 188th Street, North Miami Beach, Florida 33160

The undersigned incorporator has executed these Articles of Incorporation on this 22nd day of June, 1998.

Lioubov Feldman

H98000012213

H98000012213

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501 or 617.0501, Florida Statues, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in the designating the registered office/register agent, in the State of Florida.

The name of the corporation is:

BREEZES INTERNATIONAL CORP.

The name and address of the registered agent is:

Lioubov Feldman 300 NE 188th Street North Miami Beach, FL 33160

Having been named registered agent for the stated corporation, I hereby accept the appointment as a registered agent and I am familiar with and accept the obligation of my

Lioubov Feldman June 22, 1998

H98000012213