

UNITED FINANCIAL BUSINESS SERVICES, INC.  
620 Cranes Way, Suite #207  
Altamonte Springs, FL 32701

RONALD LAURIA, MBA, CTP  
C.E.O.

Phone (407) 331-0576  
Fax (407) 331-0729  
Mobile (407) 256-3228

P99000085436

September 14, 1999

Department of State  
Division of Corporations  
P.O.Box 6327  
Tallahassee, FL 32314

400002995804--4  
-09/24/99--01021--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: BREITHAAPT ENTERPRISES, INC

Enclosed please find an original and one (1) copy of the incorporation for the above corporation and a check in the amount of \$78.75 .

Thank you very much.

From:

Ronald G. Lauria

United Financial Business Services  
Att: Ronald G. Lauria  
620 Cranes Way # 207  
Altamonte Springs, FL 32701  
(407) 331-0576

FILED  
99 SEP 24 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FL 32304

9-27  
WV

**ARTICLES OF INCORPORATION**  
**FOR**  
**BREITHAAPT ENTERPRISES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I NAME**

The name of the corp. shall be: BREITHAAPT ENTERPRISES, INC.

**ARTICLE II DURATION**

This corporation shall have perpetual existence commencing on the date of the Articles with the Department of State.

**ARTICLE III PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may be amended.

**ARTICLE IV INITIAL OFFICE**

The principal place of business & mailing address shall be:  
620 CRANES WAY, SUITE 207  
ALTAMONTE SPRINGS, FL 32701

**ARTICLE V CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 5,000 shares of One Dollar (\$1.00) par value common stock which shall be designated as "Common Shares."

**ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:  
RONALD G LAURIA  
620 CRANES WAY, SUITE 207  
ALTAMONTE SPRINGS, FL 32701

**ARTICLE VII PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his prorata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

**ARTICLES OF INCORPORATION**  
**FOR**  
**BREITHAUP ENTERPRISES, INC**  
**(Continued)**

**ARTICLE VIII INITIAL BOARD OF DIRECTORS & INCORPORATOR**

This corporation shall have one director constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws; however, there shall never be less than one director. The name and address of the initial Director and the incorporator signing these papers is:

**PRESIDENT/DIRECTOR**

MARK BREITHAUP  
45 GRAND ST, APT 435  
WORCESTER, MS 01610

**ARTICLE IX INDEMNIFICATION**

The corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.


**ARTICLE X AMENDMENTS**

This corporation reserves the right to amend or repeal any provision contained in these articles of incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the stockholders is subject to this reservation.

**ARTICLE XI SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officer to accomplish compliance.

The undersigned have executed the Articles of Incorporation this 14th day of September 1999.

  
\_\_\_\_\_  
Signature/Title      President

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the corporation is: BREITHAUPT ENTERPRISES, INC

2. The name and address of the registered agent and office is:

RONALD LAURIA  
620 CRANES WAY, SUITE 207  
ALTAMONTE SPRINGS, FL 32701

SIGNATURE: \_\_\_\_\_

TITLE: \_\_\_\_\_ PRESIDENT

DATE: \_\_\_\_\_ 9/14/99

FILED  
99 SEP 24 PM 4: 26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: \_\_\_\_\_

DATE: \_\_\_\_\_ 9/14/99