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Office Use Only

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*****78.75 *****78.75

DATE 11-24-99

ment #)

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

RE: BREAKAWAY ENTERPRISES, INC.

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER WITH
A COPY OF SAID ARTICLES FOR:

BREAKAWAY ENTERPRISES, INC.
NAME OF CORPORATION

OUR CHECK IN THE AMOUNT OF \$78.75 INCLUDES THE FOLLOWING:

FILING FEE
CHARTER TAX
REGISTERED AGENT
CERTIFIED COPY

TOTAL \$78.75

FLORIDA CORPORATION SUPPLIES, INC.

311 SOUTH 21st AVE
HOLLYWOOD, FL 33020

RESPECTFULLY SUBMITTED,

Grann Rutherford
INDIVIDUAL'S NAME

BREAKAWAY ENTERPRISES, INC.
NAME OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 AM 8:28

FILED

T. Burch DEC 6 1999

FILED
99 DEC -1 AM 8:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION
-OF-**

BREAKAWAY ENTERPRISES, INC.

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the Provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this Corporation shall be:

BREAKAWAY ENTERPRISES, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE IV

The amount of capital with which this corporation shall begin business will be the sum of not less than five hundred (\$500.00) DOLLARS.

ARTICLE V

This Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

3615 NE 167th STREET, SUITE #204

NORTH MIAMI BEACH, FL. 33160-3529

ARTICLE VII

The number of Directors of this Corporation shall be at least (1) One and no more than five.

ARTICLE VIII

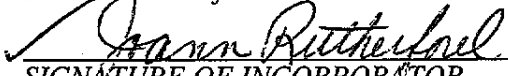

The names and street addresses of the members of the first Board of Directors of this Corporation are as follows:

JOANN RUTHERFORD

3615 NE 167th STREET, #204, N. MIAMI BCH.
FL. 33160-3529

ARTICLE IX

The names and street addresses of the persons signing these Articles of Incorporation as subscriber is as follows:


SIGNATURE OF INCORPORATOR

SIGNATURE

3615 NE 167th STREET, #204, N. Miami Bch.
ADDRESS
''
ADDRESS

ARTICLE X

The corporate existence of this Corporation shall begin on the date on the Articles of Incorporation that are filed on record with the State.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESSING WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECITON 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT BREAKAWAY ENTERPRISES, INC.
NAME OF CORPORATION
WITH ITS PLACE OF BUSINESS AT 3615 NE 167th STREET, N. MIAMI BCH. SUITE # 204 33160
ADDRESS, CITY
HAS NAMED CHRIS RUTHERFORD
NAME OF REGISTERED AGENT
LOCATED AT 7760 N.W. 33 STREET
STREET ADDRESS AND # OF BUILDING
CITY OF HOLLYWOOD, STATE OF FL., AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FL.

SIGNATURE

Chris Rutherford
CORPORATE OFFICER

TITLE PRESIDENT

DATE 11-24-99

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I furthur agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Fl. Statutes.

SIGNATURE

Chris Rutherford
REGISTERED AGENT

DATE NOV 23, 1999

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 DEC -1 AM 8:28

FILED