

Florida Department of State

Division of Corporations

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From:

Account Name : EDWARD H. GILBERT, P.A.

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

ProCede Corporation

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 11, 2004

EDWARD H. GILBERT, P.A.

SUBJECT: PROCEDE CORPORATION
REF: W04000030590

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.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 245-6965.

Dorine Martin
Document Specialist
New Filings Section

FAX Aud. #: H04000164482
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ARTICLES OF INCORPORATION
OF
PROCEDE CORPORATION

ARTICLE I
CORPORATE NAME

The name of the corporation is ProCede Corporation (the "Corporation").

ARTICLE II
INITIAL PRINCIPAL OFFICE

The initial street address and mailing address of the principal office of the Corporation is:

4770 Biscayne Boulevard
Suite 1400
Miami, Florida 33137

ARTICLE III
CAPITALIZATION

The aggregate number of shares of all classes that the Corporation shall have authority to issue is Five Hundred Million (500,000,000) shares, of which Four Hundred (400,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Common Shares" and of which One Hundred Million (100,000,000) shares shall have a par value of \$.0001 and shall be a class designated as "Preferred Shares."

A. Common Shares. Each Common Share shall entitle the holder thereof to one vote. No holder of the Common Shares shall be entitled to any right of cumulative voting.

B. Preferred Shares. Preferred Shares may be issued from time to time in one or more series, each such series to have distinctive serial designations, as same shall hereafter be determined in the resolution or resolutions providing for the issuance of such Preferred Shares from time to time as adopted by the board of directors of the Corporation (the "Board of Directors") pursuant to the authority to do so, which authority is hereby vested in the Board of Directors.

1. Each series of Preferred Shares may: (a) have such number of shares; (b) have such voting powers, full or limited (c) may be without voting power; (d) be redeemable or convertible at such time or times and at such prices; (e) entitle the holders thereof to receive distributions calculated in any manner, including but not limited to dividends, which may be cumulative, non-cumulative or partially cumulative, at such rate or rates, on such conditions, from such date or dates, at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of shares; (f) have such preference over any other class of shares with respect to distributions, including but not limited to dividends and distributions upon dissolution of the Corporation; (g) be made convertible into, or exchangeable for, shares of any other class or classes (except the class having prior or superior rights and preferences as to the dividends or distribution assets upon liquidation) or of any other series of the same or any other class or classes of shares of the Corporation at such price or prices or at such rates of exchange, and with such adjustments; (h) be entitled to the benefit of a sinking fund or purchase fund to be applied to the purchase or redemption of shares of such series in such amount or amounts; (i) be entitled to the benefit of conditions and restrictions upon the creation of indebtedness of the Corporation or any subsidiary, upon the issue of any additional shares (including additional shares of such series or of any other series) and upon the payment of dividends or the making of other distributions on, and the purchase, redemption or other acquisition by the Corporation or any subsidiary of any outstanding shares of the Corporation;

- (a.) Edward H. Gilbert, Esq.
- (b.) 5100 Town Center Circle, Suite 330
- (c.) Boca Raton, Florida 33486
- (d.) (561) 361-9300
- (e.) ((H04000164482 3)))
- (f.) Florida Bar No. 180595

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and (j) have such other relative, participating, optional or other special rights, and qualifications, limitations or restrictions, as stated in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares.

2. Except where otherwise set forth in the resolution or resolutions adopted by the Board of Directors providing for the issuance of any series of Preferred Shares, the number of shares comprised in such series may be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board of Directors.

3. Shares of any series of Preferred Shares which have been redeemed (whether through the operation of a sinking fund or otherwise) or purchased by the Corporation, or which, if convertible, were exchangeable, have been converted into or exchanged for shares of any other class or classes, shall have the status of authorized and unissued Preferred Shares and may be reissued as a part of the series of which they were originally a part or may be reclassified and reissued as part of a new series of Preferred Shares to be created by resolution or resolutions of the Board of Directors or as part of any other series of Preferred Shares, all subject to the conditions or restrictions on issuance set forth in the resolution or resolutions adopted by the Board of Directors providing for the issue of any series of Preferred Shares and to any filing required by law.

In accordance with Section 607.10025(7) of the FBCA, upon the effectiveness of a Combination (as such term is defined in Section 607.10025(1) of the FBCA, the authorized shares of the class or series affected by the Combination shall not be reduced or otherwise by the percentage by which the issued shares of such class or series were reduced as a result of the Combination.

ARTICLE IV REGISTERED AGENT

The registered agent and street address of the registered office of the Corporation is:

E.H.G. Resident Agents, Inc.
5100 Town Center Circle, Suite 330
Boca Raton, Florida 33486

ARTICLE V INCORPORATOR

The name and address of the Incorporator of the Corporation is:

Edward H. Gilbert, Esq.
Edward H. Gilbert, P.A.
5100 Town Center Circle, Suite 430
Boca Raton, Florida 33486

ARTICLE VI AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by Section 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

- (a.) Edward H. Gilbert, Esq.
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ARTICLE VII
CONTROL SHARE ACQUISITIONS

The Corporation expressly elects not to be covered by Section 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, has executed these Articles of Incorporation this 11th day of August, 2004.

By: 

Edward H. Gilbert, Incorporator

- (a.) Edward H. Gilbert, Esq.
 - (b.) 5100 Town Center Circle, Suite 330
 - (c.) Boca Raton, Florida 33486
 - (d.) (561) 361-9300
 - (e.) ((H04000164482 3)))
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**ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT**

The undersigned hereby accepts the appointment as registered agent of PROCEDE CORPORATION, contained in the foregoing Articles of Incorporation and states that the undersigned is familiar with and accepts the obligations set forth in Section 607.0508 of the Florida Business Corporation Act.

E.H.G. RESIDENT AGENTS, INC.

Date: August 11, 2004

By:


Edward H. Gilbert, President

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