

Division of Corporations

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Florida Department of State
Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
PROCEDE CORPORATION**

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned, being the President of PROCEDE CORPORATION, a Florida corporation (the "Corporation"), bearing Document Number P04000117786, does hereby submit these Articles of Amendment for the purpose of amending the Corporation's Articles of Incorporation as follows:

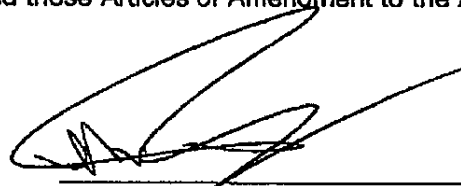
FIRST: Article III of the Corporation's Articles of Incorporation shall be deleted in its entirety and replaced with the following:

ARTICLE III

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be (i) One Hundred Million (100,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock") and Ten Million (10,000,000) shares of preferred stock, par value \$0.0001 per share (the "Preferred Stock"), and further, the Board of Directors of the Company is authorized, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

SECOND: No shares of preferred stock are issued and outstanding. The foregoing amendment was adopted pursuant to written consent of the sole director and sole shareholder of the voting capital of the Corporation dated December 8, 2008. Therefore, the number of votes cast for the Amendment to the Corporation's Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned, as the duly authorized officer of PROCEDE CORPORATION, has executed these Articles of Amendment to the Articles of Incorporation this December 9, 2008.



Melissa K. Rice, President