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FLORIDA PROFIT/NON PROFIT CORPORATION

brodman mining and exploration, inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BRODMAN MINING AND EXPLORATION, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation.

ARTICLE I

The name of the corporation shall be:

BRODMAN MINING AND EXPLORATION, INC.

The principal place of business and mailing address of this corporation shall be:

3020 N.W. 120th Way, Sunrise, Fl 33323

ARTICLE II

The corporation's existence shall be effective on the date of subscription of these Articles, and duration of the corporation shall be perpetual.

ARTICLE III

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and the laws of the State of Florida.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

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ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is 1000. Such shares shall be of a single common class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the corporation is 3020 N.W. 120th Way, Sunrise, Fl 33323, and the name of its registered agent is: Timothy S. Brodie.

ARTICLE VI

This corporation shall have at least one director, with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote hereafter, determine that the corporation be managed by the shareholders. The number of directors constituting the initial board of directors of the corporation is TWO and the name and address of each person who is to serve as a director and who shall hold office the first year or until his or her successors are duly elected and qualified shall be:

Timothy S. Brodie, 3020 N.W. 120th Way, Sunrise, Fl 33323

Adrienne A. Brodie, 3020 N.W. 120th Way, Sunrise, Fl 33323

ARTICLE VII

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purposes without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed and known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or the stockholders.

ARTICLE VIII

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to amend, adopt and/or repeal the By-Laws for the corporation shall be reserved to the shareholders.

ARTICLE IX

Special meetings of stockholders may be called at any time by the President or holders of ten percent (10%) of all outstanding shares.

ARTICLE X

The offices of this corporation may consist of a president, secretary and such other officers and agents as may be provided for by the by-laws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such by-laws. The initial officers of this corporation shall be:

President: Timothy S. Brodie, 3020 N.W. 120th Way, Sunrise, FL 33323

Vice President/Secretary/Treasurer: Adrienne A. Brodie, 3020 N.W. 120th Way,
Sunrise, FL 33323

ARTICLE XI

The liability of the Corporation's Officers, Directors, Employees and Agents is limited.

This corporation, by duly adopted action of the Board of Directors, shall have the power to fully indemnify and insure its Officers, Directors, Employees and Agents to the extent permitted by law either now existing or hereinafter enacted. The determination regarding indemnity, as required by these Statutes, shall be made by the Directors.

ARTICLE XII

These Articles of Incorporation may be amended by a two-thirds majority vote of the members present and voting at any meeting, provided that notice of the proposed action was included in the notice of the meeting.

ARTICLE XIII

The private property of the shareholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its shareholders and upon the dividends due them, if any, for any indebtedness of such shareholders to the corporation.

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **BRODMAN MINING AND EXPLORATION, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Sunrise, County of Broward, State of Florida, has named **Timothy S. Brodie, 3020 N.W. 120th Way, Sunrise, FL 33323, Broward County, Florida**, as its agent to accept service of process within this state.

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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 of registered agent and to act in this capacity, I agree to comply with the provision of said Act relative to keeping open said office. I further agree to comply with the provisions of all statutes relative and proper and complete performance of my duties and I am familiar with and accept the duties and obligations of my position as registered agent.

Timothy S. Brodie
Timothy S. Brodie
3020 N.W. 120th Way
Sunrise, FL 33323
Registered Agent

ARTICLE XIV

The name and address of the incorporator is:


Timothy S. Brodie
Timothy S. Brodie
3020 N.W. 120th Way
Sunrise, FL 33323

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME personally appeared, Timothy S. Brodie, to be well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that he/she executed said instrument for the purposes therein expressed and produced the following identification FL-DL and who did take an oath.

WITNESS my hand and official seal this 13th day of August, 2008.

NOTARY PUBLIC-STATE OF FLORIDA
 Edward J. Chandler
Commission # DD481819
Expires: NOV. 29, 2009
Bonded Thru Atlantic Bonding Co., Inc.

[Signature]
NOTARY PUBLIC-STATE OF FLORIDA
Printed name: _____
Notary No. _____

My Commission Expires:

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