

May 20 10 10:4a Division of Corporations 954-53-1 of 1  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Maxcede Holdings, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	03
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Corporate Filing Menu

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**ARTICLES OF INCORPORATION  
OF  
MAXCEDE HOLDINGS, INC.**

The undersigned, being a natural person competent to contract, does make, subscribe and file these Articles of Incorporation for the purpose of organizing a corporation under the laws of the State of Florida.

**ARTICLE I: NAME**

The name of the Corporation is **MAXCEDE HOLDINGS, INC.**

**ARTICLE II: DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III: PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV: PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is 1112 Oakridge Drive, Unit 104, Fort Collins, CO 80525.

**ARTICLE V: CAPITAL STOCK**

The maximum number of shares that this Corporation shall be authorized to issue and have outstanding at any one time shall be Five Hundred Million (500,000,000) shares of common stock, par value \$.0001 per share; and (ii) Fifty Million (50,000,000) shares of preferred stock, \$.0001 par value (the "Preferred Stock"). 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.

**ARTICLE VI: REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent of the Corporation is Myra P. Mahoney, P.A., 3101 N. Federal Highway, Suite 401, Fort Lauderdale, FL 33306.

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**CERTIFICATE OF ACCEPTANCE BY  
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Maxcede Holdings, Inc., a Florida corporation (the "Corporation"), in the Corporation's Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Acceptance this May 20, 2010.

  
\_\_\_\_\_  
Myra P. Mahoney, Registered Agent

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