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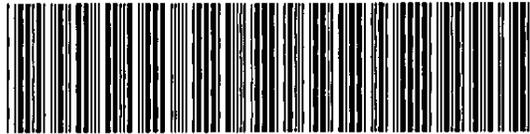
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**DATE: 07-27-2012**

**NAME: CANACCEDE GROUP INC**

**TYPE OF FILING: ARTICLES OF INCORPROATION**

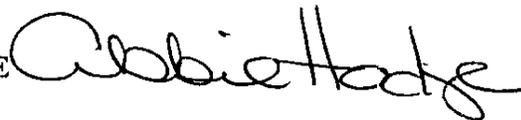
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**AUTHORIZATION: ABBIE/PAUL HODGE**



**COVER LETTER**

Department of State  
New Filing Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Canaccede Group Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 Filing Fee  
 \$78.75 Filing Fee & Certificate of Status

<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

Christina Veeke

**FROM:** \_\_\_\_\_  
Name (Printed or typed)

c/o Szemenyei, McKenzie, Godin Law Firm  
\_\_\_\_\_  
Address

376 Richmond Street London, Ontario N6A 3C7 Canada  
\_\_\_\_\_  
City, State & Zip

Phone: (519) 433-8155  
\_\_\_\_\_  
Daytime Telephone number

cveeke@smglaw.ca  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
CANACCEDE GROUP INC.**

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TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, acting as sole incorporator of Canaccede Group Inc. (hereinafter, the "Corporation") under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, as hercafter amended and modified (the "FBCA"), hereby adopts the following Articles of Incorporation for the Corporation, pursuant to Section 607.0201 of the FBCA:

**ARTICLE 1  
Name**

The name of the Corporation is: Canaccede Group Inc.

**ARTICLE 2  
Principal Office and Mailing Address**

The address of the principal office of the Corporation is 36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684 and its mailing address is P.O. Box 9, Station B, London, Ontario N6A 4V3, Canada. The location of the principal office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE 3  
Capital Stock**

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 1,000 shares, all of which shares shall be denominated "Common Stock," having a par value of \$0.01 per share. Pursuant to Section 607.0602 of the FBCA, the Board of Directors is authorized, without the approval of the shareholders of the Corporation, to (a) provide for the classification and reclassification of any unissued shares of common stock or preferred stock and determine the preferences, limitations, and relative rights thereof and (b) issue common stock or preferred stock in one or more classes or series, all within the limitations set forth in Section 607.0601 of the FBCA.

**ARTICLE 4  
Initial Registered Office and Agent**

The address of the initial Registered Office of the Corporation is 155 Office Plaza Drive, Tallahassee, Florida 32301, and the initial Registered Agent at such address is National Corporate Research, Ltd.

**ARTICLE 5**  
**Board of Directors and Officers**

The names and addresses of the initial members of the Board of Directors of the Corporation are as follows:

<b>Name of Director</b>	<b>Address</b>
Andrew Szemenyei	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Len Sanguine	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Peter Szemenyei	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Lyman Warner	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Scott Coffin	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684

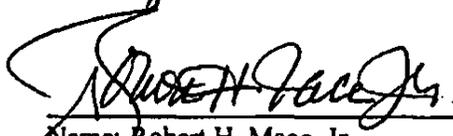
The names, titles and addresses of the initial officers of the Corporation are as follows:

<b>Name of Officer</b>	<b>Title</b>	<b>Address</b>
Andrew Szemenyei	Chief Executive Officer	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Scott Coffin	President – Investment Services	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Jim Dunbar	President – Financial Services	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Allen Page	Chief Financial Officer	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Suzanne Larouche	Vice President	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684
Bryan Szemenyei	Vice President	36750 US Highway 19N, Suite 3025, Palm Harbor, FL 34684

**ARTICLE 6**  
**Incorporator**

The name and address of the sole Incorporator of the Corporation is: Robert H. Mace, Jr., c/o Foley & Lardner LLP, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator this 27<sup>th</sup> day of July, 2012.

  
\_\_\_\_\_  
Name: Robert H. Mace, Jr.  
Title: Sole Incorporator

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**ACCEPTANCE OF APPOINTMENT  
BY INITIAL REGISTERED AGENT**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, having been named in the foregoing Articles of Incorporation as initial Registered Agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that he is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to him as Registered Agent of the Corporation.

DATED this 27<sup>th</sup> day of July, 2012.

NATIONAL CORPORATE RESEARCH, LTD.

By: Anthony E Mackay  
Name: Anthony E. Mackay  
Title: V.P. of NCR