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Phone : (305) 854-5900
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FLORIDA PROFIT CORPORATION OR P.A.

Qode.com, Inc.

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
Qode.com, Inc.

The undersigned, acting as incorporator of Qode.com, Inc., (the "Corporation") under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is: Qode.com, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III

DURATION

The duration of the Corporation will be perpetual.

ARTICLE IV

PURPOSE

The general purpose or purposes for which the Corporation is organized is to transact any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act.

Prepared by:
Stephen P. Johnson, Esq.
Florida Bar No. 0136387
2601 South Bayshore Drive, 19th Floor
Miami, Florida 33133
(305) 854-5900

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ARTICLE V

PRINCIPAL OFFICE AND MAILING ADDRESS

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

3075 West Oakland Park Boulevard, Suite 210
Ft. Lauderdale, Florida 33311

ARTICLE VI

AUTHORIZED SHARES

The Corporation is authorized to issue Twenty Million (20,000,000) shares of Common Stock at \$.0001 par value per share. The Corporation is authorized issue Five Million (5,000,000) shares of Preferred Stock, at \$.0001 par value per share, in such series and variations in the relative rights and preferences, including voting rights, if any, between such series as the Board of Directors shall determine.

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133, and the name of the Corporation's initial registered agent at that address is COBER Corporate Agents, Inc.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The Corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time, as provided in the Bylaws. The names and addresses of the initial directors are:

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<u>Names</u>	<u>Addresses</u>
Gregory Miller	3075 W. Oakland Park Blvd., Suite 210 Ft. Lauderdale, FL 33311
Michael Miller	3075 W. Oakland Park Blvd., Suite 210 Ft. Lauderdale, FL 33311
Richard N. Bernstein	2601 So. Bayshore Drive, 19 th Floor Miami, FL 33133
I. Edward London	2601 So. Bayshore Drive, 19 th Floor Miami, FL 33133

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Richard N. Bernstein	c/o Cohen, Berke, Bernstein, Brodie & Kondell, P.A. 2601 South Bayshore Drive, 19 th Floor Miami, Florida 33133

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ARTICLE X

INDEMNIFICATION

To the extent permitted by law, the Corporation shall indemnify any person who was or is a party to any proceeding by reason of the fact that he or she is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him or her in connection with any such liability in the manner provided for by law or in accordance with the Corporation's Bylaws.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he or she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Corporation to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 29th day of March, 1999.


Richard N. Bernstein, Incorporator

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Qode.com, Inc. in the foregoing Articles of Incorporation, I, on behalf of COBER Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.

By: 

Richard N. Bernstein, Secretary

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