

P990000040802

TRANSMITTAL LETTER

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

SUBJECT: Prodigen, Inc.  
(Proposed corporate name - must include suffix)

900002861699--4  
-05/04/99--01046--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is 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

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Richard A. Chayce  
Name (Printed or typed)

20120 S.W. 115 Avenue  
Address

Miami, Florida 33189  
City, State & Zip

(305) 233-0574  
Daytime Telephone number

FILED  
99 MAY -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

B. BROCK MAY 5 1999

ARTICLES OF INCORPORATION

OF

PRODIGEN, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I -- NAME

The name of the corporation shall be: PRODIGEN, INC.

ARTICLE II -- PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 20120 S.W. 115 AVENUE, MIAMI, FLORIDA 33189

ARTICLE III -- CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 100,000,000 shares, all of which shall be common stock having a par value of \$0.0001 per share.

ARTICLE IV -- INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is: RICHARD A. CHANCE  
20120 S.W. 115 AVENUE, MIAMI, FLORIDA 33189

ARTICLE V -- DIRECTORS

The initial board of directors of the corporation shall consist of two (2) members. Changes in the number of members comprising the board of directors shall be made by amendment to the corporation's By-Laws.

The names and addresses of the directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD A. CHANCE P/D	20120 S.W. 115 AVENUE MIAMI, FLORIDA 33189
KHIAN A. CHANCE VP/D	20120 S.W. 115 AVENUE MIAMI, FLORIDA 33189

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLE VI -- INDEMNIFICATION**

The corporation shall indemnify any officer or director to the fullest extent permitted by law.

**ARTICLE VII -- INCORPORATOR(S)**

The name and street address of the incorporator to these Articles of Incorporation is: **RICHARD A. CHANCE**  
**20120 S.W. 115 AVENUE, MIAMI, FLORIDA 33189**

The undersigned incorporator has executed these Articles Incorporation this 28<sup>th</sup> day of April, 1999.

  
\_\_\_\_\_  
**RICHARD A. CHANCE**

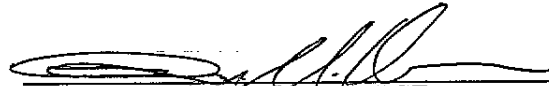
**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **PRODIGEN, INC.**
2. The name of the registered agent and office is:

**RICHARD A. CHANCE**  
20120 SW 115 AVENUE  
Miami, FL 33189

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 AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
RICHARD A. CHANCE

Date: 4-28-1999

FILED  
99 MAY -3 PM 2:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA