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Florida Department of State  
Division of Corporations  
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FLORIDA PROFIT CORPORATION OR P.A.

H2Exceed, Inc.

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**ARTICLES OF INCORPORATION  
OF  
H2EXCEED, INC.**

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The undersigned, acting as Incorporator, under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is H2Exceed, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address and mailing address of the principal office of the corporation is 1919 N.W. 19<sup>th</sup> Street, Suite 602, Fort Lauderdale, Florida 33311.

**ARTICLE III - DURATION AND COMMENCEMENT**

The corporation shall exist perpetually. The corporate existence shall commence upon the filing of these Articles of Incorporation with the Division of Corporations of the Florida Department of State.

**ARTICLE IV - NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the corporation is Alessandra Persichetti with a street address at 13 Castle Harbor Isle, Ft. Lauderdale, Florida 33308.

**ARTICLE VI - CAPITAL STOCK**

The corporation is authorized to issue one thousand (1,000) shares of common stock at One Dollar (\$1.00) par value.

**ARTICLE VII - INCORPORATOR**

The name of the person signing these Articles of Incorporation is Dale S. Bergman, Esquire, c/o Klüger, Perez, Kaplan & Berlin, P.L., 201 South Biscayne Boulevard, Suite 1700, Miami, Florida 33131.

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**ARTICLE VIII - BYLAWS**

The bylaws of the corporation may be created, amended or changed by the shareholders or directors at any regular or special meeting, duly held.

**ARTICLE IX - LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article IX shall adversely affect any right of or protection afforded to a director of the corporation existing immediately prior to such repeal or modification.

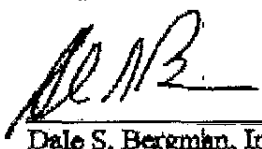
**ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify, to the fullest extent permitted by law as now or hereafter in effect, the Incorporator, any officer or director of the corporation. Without limiting the generality of the foregoing, the bylaws may provide for indemnification of the officers, directors, employees and agents on such terms and conditions as the Board of Directors may from time to time deem appropriate or advisable.

**ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended by resolution adopted by the majority vote of the Board of Directors or the Shareholders. All actions, including, but not limited to, amendment of Articles of Incorporation, required to be taken at any meeting may be taken by written consents as provided in the FBCA, as now amended, or as same may be amended in the future.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Articles of Incorporation this 26<sup>th</sup> day of September, 2005.



Dale S. Bergman, Incorporator

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ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF ITS DUTIES.

Dated this 26<sup>th</sup> day of September, 2005

  
Alexandra Perichetti

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