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FOREIGN PROFIT/NONPROFIT CORPORATION

PROSPECT ACQUISITION CORP.

Certificate of Status	0
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January 6, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

SUBJECT: PROSPECT ACQUISITION CORP.
REF: W09000000313

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Letter Number: 709A00000245

P.O BOX 6327 - Tallahassee, Florida 32314

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Prospect Acquisition Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ino.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 26-0508760

(FBI number, if applicable)

4. July 9, 2007

(Date of incorporation)

5. November 14, 2009

(Duration: Year corp. will cease to exist or "perpetual")

6. January 1, 2009

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 9130 Galleria Court, Suite 318, Naples, FL 34109

(Principal office address)

9130 Galleria Court, Suite 318, Naples, FL 34109

(Current mailing address)

8. To engage in any lawful act or activity for which corporations may be organized under the laws governing corporations in Florida.

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Services Company

Office Address: 1201 Hays Street

Tallahassee


(City)

Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Jacqueline N. Casper, Assistant VP

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David A. Minella

Address: Prospect Acquisition Corp.

9130 Galleria Court, Suite 318, Naples, FL 34109

Vice Chairman: N/A

Address: _____

Director: Patrick J. Landers

Address: Prospect Acquisition Corp.

265 Franklin St., 20th Floor, Boston, MA 02110

Director: Michael P. Castine

Address: c/o Korn/Ferry International

200 Park Avenue, 37th Floor, New York, NY 10166

B. OFFICERS

President: Patrick J. Landers

Address: Prospect Acquisition Corp.

265 Franklin St., 20th Floor, Boston, MA 02110

Vice President: N/A

Address: _____

Secretary: James J. Cahill (Chief Financial Officer & Secretary)

Address: Prospect Acquisition Corp. - 9130 Galleria Court, Suite 318, Naples, FL 34109

Treasurer: N/A

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. JAMES J CAHILL

CHIEF FINANCIAL OFFICER AND SECRETARY

(Typed or printed name and capacity of person signing application)

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Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSPECT ACQUISITION CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIFTH DAY OF JANUARY, A.D. 2009.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROSPECT ACQUISITION CORP." WAS INCORPORATED ON THE NINTH DAY OF JULY, A.D. 2007.

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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 7060461

DATE: 01-05-09