

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000103745
FILED 8:00 AM
October 25, 2006
Sec. Of State
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Article I

The name of the Limited Liability Company is:
PROSPECT MANAGEMENT COMPANY LLC

Article II

The street address of the principal office of the Limited Liability Company is:
100 SOUTH OLIVE AVENUE
WEST PALM BEACH, FL. US 33401

The mailing address of the Limited Liability Company is:
POST OFFICE BOX 1625
WEST PALM BEACH, FL. US 334021625

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
JONATHAN R SATTER
100 SOUTH OLIVE AVENUE
WEST PALM BEACH, FL. 33401

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Registered Agent Signature: JONATHAN R SATTER

Article V

The name and address of managing members/managers are:

Title: MGR
JONATHAN R SATTER
POST OFFICE BOX 1625
WEST PALM BEACH, FL. 334021625 US

Title: MGR
DONALD K DEWOODY JR.
POST OFFICE BOX 1625
WEST PALM BEACH, FL. 334021625 US

Title: MGR
PHILLIP GESUE
55 5TH AVENUE, 15TH FLOOR
NEW YORK, NY. 100034398 US

Article VI

The effective date for this Limited Liability Company shall be:

10/24/2006

Signature of member or an authorized representative of a member

Signature: JONATHAN R SATTER

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