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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ANTONACCI ASSOCIATES, INC.

INCORPORATION SERVICES



INCORPORATION - LLC FILING - ASSISTANCE IN START UP AND BUSINESS DEVELOPMENT
FORMACION DE CORPORACIONES O LLC - ASISTENCIA PARA INICIAR Y DESARROLLAR SU NEGOCIO PROPIO

August 11th, 2007

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: PROSPECT GLOBAL, LLC
REF. Number: W07000035988
Letter Number: 807A00046642

Dear Madame / Sir:

Enclosed please find the original and one copy of Articles of Organization, Register Agent Designation, together with a Division of Corporation returned copy letter for name unavailability.

This Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above named Limited Liability Company are paid.

Very truly yours,

Alessio Eduardo Antonacci
1075 NE 99th Street
Miami Shores, FL 33138

Encl.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 26, 2007

ANTONACCI ASSOCIATES, INC.
ATTN: ALESSIO EDUARDO ANTONACCI
1075 NE 99TH STREET
MIAMI SHORES, FL 33138

SUBJECT: PROSPECT, LLC
Ref. Number: W07000035988

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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We have received your document for PROSPECT, LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division's records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words Limited Liability Company, the abbreviation L.L.C., or the designation LLC. The word Limited may be abbreviated as Ltd. and the word Company may be abbreviated as Co. The following suffixes are no longer acceptable: Limited Company, L.C., and LC.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6984.

Deborah Bruce
Document Specialist

Letter Number: 807A00046642

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ANTONACCI ASSOCIATES, INC.

INCORPORATION SERVICES



INCORPORATION - LLC FILING - ASSISTANCE IN START UP AND BUSINESS DEVELOPMENT
FORMACION DE CORPORACIONES O LLC - ASISTENCIA PARA INICIAR Y DESARROLLAR SU NEGOCIO PROPIO

July 17th, 2007

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: PROSPECT, LLC

FILED
07 AUG 21 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Madame / Sir:

Enclosed please find the original and one copy of Articles of Organization, Register Agent Designation, together with a check in the amount of \$ 155.00

This represents the cost of the Filing Fees, Certified Copy of Articles of Organization and Fee for Registered Agent Designation for the above named Limited Liability Company.

Very truly yours,

Alessio Eduardo Antonacci
1075 NE 99th Street
Miami Shores, FL 33138

Encl.

ARTICLES OF ORGANIZATION
OF
PROSPECT GLOBAL, LLC

We, the undersigned, for the purpose of becoming a Limited Liability Company under the Laws of Florida, by and under the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of this entities, file these Articles of Organization.

ARTICLE I

The name of the Limited Liability Company is PROSPECT GLOBAL, LLC. The principal and mailing address is 5258 NW114TH Avenue Apt 112. Miami, Florida 33178.

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TALLAHASSEE, FLORIDA

ARTICLE II

The general nature of the business to be transacted is as follows:

SECTION 1: To buy, sell , mortgage, lease, encumber, alienate, or otherwise deal in real property and to construct thereon, cause to be constructed thereon, or otherwise improve real property or personal property, including the doing of any and all business and contracting incidental thereto or connected therewith and the doing and performing any and all acts or things necessary, proper or convenient for or incidental to furtherance or the carrying out of the powers and purposes herein mentioned.

SECTION 2: To engage in any commercial or industrial enterprise calculated or designed to be profitable to this corporation and in conformity with the Laws of the State of Florida.

SECTION 3: To generally engage in, do and perform any enterprise, act or vocation that a natural person might do or perform.

SECTION 4: To engage in and carry on any business or businesses and every act or deed pertaining thereto, either directly or indirectly, which is not prohibited by the Laws of the State of Florida, or in any other state in the United States. To do any and all things necessary, suitable, useful, proper or admissible for the accomplishment of any one of the purpose or for the attainment of any of the objects or further exercise of the powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals, or corporations, either in this state or throughout the United States, and elsewhere.

ARTICLE III

The foregoing clauses shall be construed both as objects and powers, but recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent herewith are hereby included.

ARTICLE IV

The total number of initial members is two (2) and their name and address are as follows:

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TALLAHASSEE, FLORIDA

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SANTIAGO BASUALDO
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

MILENKA BALLIVIAN VELARDE
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

ARTICLE V

The initial Managing Members, their name and address are as follows:

SANTIAGO BASUALDO - MGRM
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

MILENKA BALLIVIAN VELARDE - MGRM
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

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TALLAHASSEE, FLORIDA

ARTICLE VI

The street address of the initial registered office of this Limited Liability Company in the State of Florida shall be 5258 NW 114th Avenue Apt 112, Miami, Florida 33178, and the name of the initial registered agent of this Limited Liability Company is MILENKA BALLIVIAN VELARDE. The Limited Liability Company may have such other places of business both within and without the State of Florida, and in foreign countries, as may be necessary and convenient.

ARTICLE VI

The name and address of the persons who are to serve as officers of the Limited

Liability Company, and the office that they shall initially hold, and who shall hold such office for the first year of the Limited Liability Company's existence, are:

MILENKA BALLIVIAN VELARDE – President – Treasurer - Secretary
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

ARTICLE VII

The name and street address of the subscribers to the Articles of Organization are as follows:

SANTIAGO BASUALDO
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

MILENKA BALLIVIAN VELARDE
5258 NW 114th Avenue Apt 112, Miami, Florida 33178

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TALLAHASSEE, FLORIDA

ARTICLE VIII

These Articles of Organization may be amended in the manner provided by law.

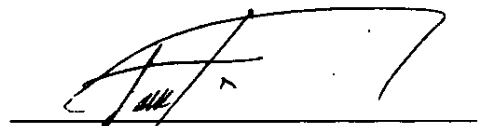
ARTICLE IX

In accordance with Florida State law, the date of existence of this Limited Liability Company shall be the date of subscription and acknowledgment of these Articles of Organization provided these Articles of Organization are filed by the Department of State within five (5) days, exclusive of legal holidays, after such date. Otherwise, the date of corporate existence shall be upon the filing of these Articles of

Organization by the Department of State.

IN WITNESS WHEREOF, We, the undersigned, being the subscribing
organizers have hereunto set our hand and seal for the purpose of forming this Limited
Liability Company under the Laws of the State of Florida, this ____ day of _____,
2007.

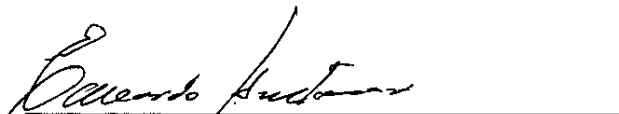

SANTIAGO BASUALDO


MILENKA BALLIVIAN VELARDE

STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared
SANTIAGO BASUALDO & MILENKA VELARDE, known to me to be the person described
as subscriber and acknowledged before me that he/she executed the same freely and
voluntarily for the purpose therein expressed.

17th WITNESS my hand and official seal in the Country and State named above, this
day of August, 2007


Notary Public, State of Florida



Eduardo Antonacci
Commission #DD522092
Expires: FEB. 23, 2010
WWW.AARONOTARY.com

My Commission Expires:

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07 AUG 21 PM 4:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

PROSPECT GLOBAL, LLC

Pursuant to Florida Law, the following is submitted:

The above Limited Liability Company, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Organization at 5258 NW 114th Avenue Apt 112, Miami, Florida 33178, has named MILENKA BALLIVIAN VELARDE, located at the aforesaid address, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT

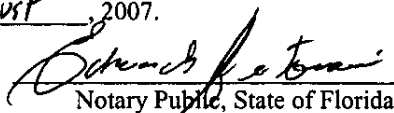
Having been named as Registered Agent to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.


MILENKA BALLIVIAN VELARDE
Registered Agent

STATE OF FLORIDA)
 : SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared
MILENKA B. VELARDE, known to me to be the person described as subscriber and
acknowledged before me that he/she executed the same freely and voluntarily for the purpose therein
expressed.

WITNESS my hand and official seal in the Country and State named above, this 17th day of
August, 2007.


Notary Public, State of Florida

My Commission Expires:



Eduardo Antonacci
Commission #DD522092
Expires: FEB. 23, 2010
www.AARONNOTARY.com

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07 AUG 21 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA