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DIVISION OF CORPORATIONS
11 JAN 28 PM 2:33

B. KOHR

JAN 28 2011

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 654932 7287682

AUTHORIZATION :

COST LIMIT : \$ 160,000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 28 PM 2:33

ORDER DATE : January 28, 2011

ORDER TIME : 10:18 AM

ORDER NO. : 654932-025

CUSTOMER NO: 7287682

FOREIGN FILINGS

NAME: PROSPECT PROPERTY GROUP LLC

XXXX QUALIFICATION (TYPE: LL)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap -- EXT# 2951

EXAMINER: _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 JAN 28 PM 1:41
SUFFICIENCY OF FILING

APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR
AUTHORIZATION TO TRANSCT BUSINESS IN FLORIDA
OF
PROSPECT PROPERTY GROUP LLC

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JAN 28 PM 2:33

1. Prospect Property Group LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC".)

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must include "Limited Liability Company," "L.L.C.," "LLC.")
2. Delaware
(Jurisdiction under the law which foreign limited liability company is organized)
3. N/A
(FEI number, if applicable)
4. September 21, 2009
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Registration Date
*(Date first transacted business in Florida, if prior to registration)
(See sections 608.501 & 608.502 F.S. to determine penalty liability.)*
7. 477 Commerce Way, Suite 115, Longwood, Florida, 32750
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☒
9. The name and usual business address(es) of the managing member(s) or manager(s) is/are as follows:

Alexander D. Walker III, c/o Prospect Property Group LLC, 477 Commerce Way, Suite 115, Longwood, Florida, 32750

Geoffrey W. Disston, c/o Prospect Property Group LLC, 477 Commerce Way, Suite 115, Longwood, Florida, 32750
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

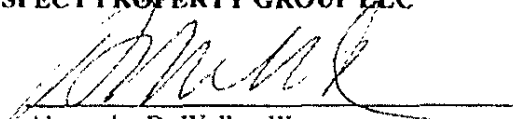
11. Nature of business or purposes to be conducted or promoted in Florida: (i) to acquire, own, improve, exchange, operate, manage, finance, re-finance, develop, convert and sell real property; and (ii) to engage in any other lawful act or activity incidental thereto for which limited liability companies may be permitted to engage by law.

Signature of a member or an authorized representative of a member:

(In accordance with section 608.408(d), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s 817.135, F.S.)

PROSPECT PROPERTY GROUP LLC

By:



Alexander D. Walker III
A Manager

Date Signed: January 27, 2011

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED AGENT
OF
PROSPECT PROPERTY GROUP LLC**

1. The name of the Limited Liability Company is:

Prospect Property Group LLC

If unavailable, the alternate to be used in the State of Florida is:

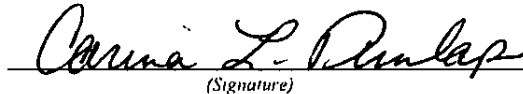
2. The name and the Florida street address of the registered agent and office are:

Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301

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 as provided for in Chapter 608, Florida Statutes.

Corporation Service Company

By:


(Signature)

**Carina L. Dunlap
Asst. Vice President**

\$100.00	Filing Fee for Application
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy (Optional)
\$ 5.00	Certificate of Status (Optional)

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROSPECT PROPERTY GROUP LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2011.

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

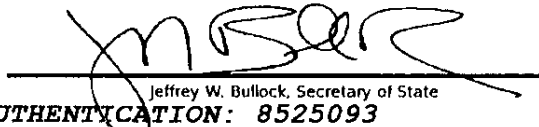
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROSPECT PROPERTY GROUP LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2009.

4732955 8300

110090474

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8525093

DATE: 01-28-11