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waltermoonpa

May 8, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000003242790--8
-05/08/00-01105-010
*****70.00 *****70.00

RE: Prosper II, Inc.

Dear Sir:

Enclosed please find the original and one copy of Articles of Incorporation for the new corporation listed above. I have enclosed my firm's check in the amount of \$70.00 which represents the following:

Filing Fee	\$ 35.00
Registered Agent Designation	<u>35.00</u>
Total Filing Fee	\$ 70.00

Once the above referenced Articles have been filed, please forward to my office in the enclosed self addressed stamped envelope the receipt for the filing of same.

Thank you for your assistance in this matter and if you have any questions, please contact me.

Sincerely,

*No Copy
B*

Walter R. Moon
Walter R. Moon

WRM:jaj
Enclosures
Prosp-sec.ltr

T. Burch MAY 10 2000

**ARTICLES OF INCORPORATION OF
PROSPER II, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and pursuant to the provisions of the laws of such state, providing for formation, liability, rights, privileges, benefits and obligations conferred and imposed by such laws on corporations organized pursuant to the provisions there of, and do hereby make, subscribe, acknowledge and agree to and file these Articles of Incorporation as follows:

ARTICLE I

NAME

The name of the corporation shall be **PROSPER II, INC.**

ARTICLE II

NATURE AND DURATION OF CORPORATE BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and under the laws of Florida. The corporation shall have perpetual existence.

ARTICLE III

CAPITAL STOCK

This corporation is authorized to issue a maximum of 7,500 shares of stock. The shares of stock authorized shall be common stock having a par value of \$1.00 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PRE-EMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE V

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The corporation's initial Registered Agent and Registered office in the State of Florida shall be WALTER R. MOON, 200 North Primrose Drive, Orlando, Florida 32803.

ARTICLE VI

ADDRESS

The street address of the principal office of the corporation shall be 12319 South Orange Blossom Trail, Suite 175, Orlando, Florida 32837.

ARTICLE VII

INCORPORATOR

The name and address of the initial incorporator of this corporation shall be Walter R. Moon, 200 North Primrose Drive, Orlando, Florida 32803.

ARTICLE VIII

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator, for the purpose of forming

a corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true.

Walter R. Moon
WALTER R. MOON

I am familiar with and accept the duties and responsibilities as registered agent for said corporation.

Dated May 8,, 2000.

Walter R. Moon
WALTER R. MOON
Registered Agent

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, a notary public authorized to take acknowledgments in the state and county named above personally appeared WALTER R. MOON to be well known to be the person described as incorporator in the foregoing Articles of Incorporation and he acknowledged before me that he executed said Articles of Incorporation.

Witness my hand and official seal this 8th day of May, 2000.



Judith A. Johnson
MY COMMISSION # CC790279 EXPIRES
December 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Judith A. Johnson
NOTARY PUBLIC
My Commission Expires: