

JOHN JOSEPH McHUGH, JR.
ATTORNEY AT LAW

FILED

2000 MAY 25 AM 9:00

333 17TH STREET
SUITE U
VERO BEACH, FLORIDA 32960

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE
(561) 778-1100
TELEFAX
(561) 778-1047

May 23, 2000

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*****78.75 *****78.75

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32304

RE: PROSPECT VENTURES, INC.

Gentlemen and Ladies:

I am enclosing an original and a copy of the Articles of Incorporation for the above named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the following fees:

Filing Fee	\$70.00
Certified Copy	\$ 8.75
=====	
Total	\$78.75

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Very truly yours,

John Joseph McHugh, Jr.

JJMc:bam
Enclosures as noted

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PROSPECT VENTURES, INC.

ARTICLE I - NAME

The name of this Corporation is: PROSPECT VENTURES, INC.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is:

7,500 shares of Common stock having a par value of
\$1.00 per share.

The Shareholders shall have preemptive rights.

Cumulative voting shall not be permitted.

The shareholders may, by by-law provision or by written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE V - INITIAL PRINCIPAL OFFICE

The initial address of the principal office of this corporation is 333 17th Street, Suite V, Vero Beach, Florida 32960. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1), nor more than ten (10). The name and address of the directors constituting the the initial Board of Directors are:

Name	Address
Jack L. Davis	333 17th Street, Suite V Vero Beach, Florida 32960

ARTICLE VII - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation are: ---

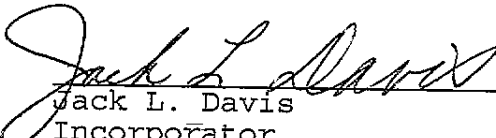
Name	Address
Jack L. Davis	333 17th Street, Suite V Vero Beach, Florida 32960

ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be 333 17th Street, Suite U, Vero Beach, Florida 32960, the registered agent at that same address is John J. McHugh, Jr.

ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.



Jack L. Davis
Incorporator

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STATE OF FLORIDA)
COUNTY OF INDIAN RIVER)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME, the undersigned authority, personally appeared Jack L. Davis, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation, and produced drivers license as identification.

WITNESS my hand and official seal in the County and State named above, this 24th day of April, 2000.


Notary Public



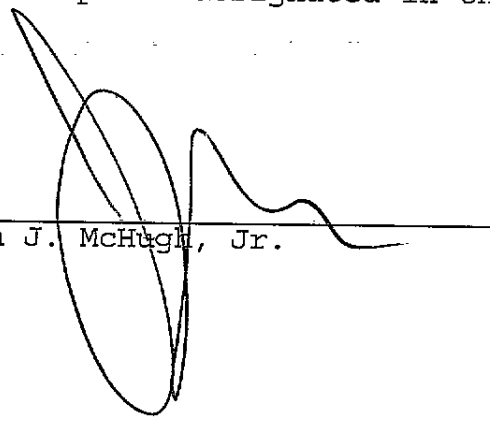
Beth Ann McHugh
My Commission CC610318
Expires February 4, 2001

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the appointment as the initial registered agent of Prospect Ventures, Inc., at the place designated in the Articles of Incorporation.

Date: 4/24/00


John J. McHugh, Jr.