

Law Offices of
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MICHAEL R. TILLEY
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PO00000116558

December 5, 2000

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

700003491177--9
-12/08/00--01013--010
*****78.75 *****78.75

RE: PRISM PROPERTIES, INC.

Dear Department of State:

Enclosed are the original and one copy of the articles of incorporation for the above-named proposed Florida corporation, along with the registered agent's acceptance. Also enclosed is a check in the amount of \$78.75, representing the fees for filing and a certified copy.

Thank you for your assistance in this matter.

Very truly yours,



Michael R. Tilley

Enclosures

FILED
00 DEC 21 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Feb
12/22



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 14, 2000

MICHAEL R TILLEY
2000 GLADES ROAD STE 208
BOCA RATON, FL 33431

SUBJECT: PRISM PROPERTIES, INC.
Ref. Number: W00000029282

We have received your document for PRISM PROPERTIES, INC. and your check(s) totaling \$78.75. 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.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 200A00062924

**ARTICLES OF INCORPORATION
OF
PRISM MOON PROPERTIES, INC.**

ARTICLE I. CORPORATE NAME

The name of this corporation is Prism Moon Properties, Inc.

ARTICLE II. PRINCIPAL OFFICE

The mailing address of this corporation is c/o Michael R. Tilley, 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

ARTICLE III. CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500, no par value.

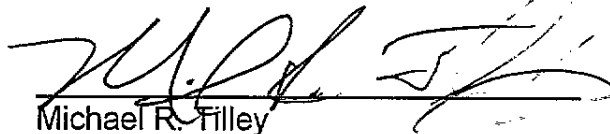
ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and address of the initial registered agent are Michael R. Tilley, 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

ARTICLE V. INCORPORATORS

The name and street address of the incorporator to these articles of incorporation are Michael R. Tilley, 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

The undersigned has executed these articles of incorporation on December 20, 2000.


Michael R. Tilley

FILED
00 DEC 21 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

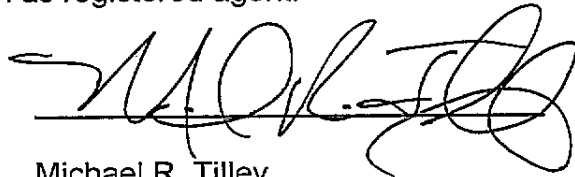
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is Prism Moon Properties, Inc.
2. The name of the registered agent is Michael R. Tilley.
3. The address of the registered agent/registered office is 2000 Glades Road, Suite 208, Boca Raton, Florida 33431.

Acceptance

Having been named as registered agent and designated to accept service of process for the above corporation, 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.

A handwritten signature in black ink, appearing to read "M. R. Tilley", with a horizontal line drawn through the middle of the signature.

Michael R. Tilley

Date: December 20, 2000

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00 DEC 21 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA