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August 31, 2000

VIA UPS OVERNIGHT DELIVERY

Secretary of State  
Division of Corporations  
Bureau of Corporate Records  
409 East Gaines Street  
Tallahassee, FL 32301

Re: Prosperity Development Group, Inc.  
Our File No.: 5884.01  
Gentlemen:

800004568658--3  
-09/04/01--01120--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one copy of the Articles of Incorporation of Prosperity Development Group, Inc. and a check in the amount of \$78.75 payable to the State of Florida. Kindly accept the enclosed for filing.

Please return a certified copy of the Articles of Incorporation to the undersigned at your convenience. Thank you for your cooperation in this matter. If you have any questions, please feel free to call.

Sincerely,

  
James Sopko

JS/cpa  
Enclosures  
cc: Prosperity Development Group, Inc.

[Prosperity Development Group-IrSec of Statefiling-artorg.2000831]

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**PROSPERITY DEVELOPMENT GROUP, INC.**

**ARTICLE I**

**NAME**

The name of this corporation shall be: Prosperity Development Group, Inc.

**ARTICLE II**

**TERM OF EXISTENCE**

This corporation shall exist perpetually.

**ARTICLE III**

**PURPOSE**

This corporation is formed for the purpose of transacting any or all lawful business.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 100,000 shares of Class A stock and 100,000 shares of Class B stock. These class of stock are equal in preferences, limitations, and relative rights except that Class B stock shall not have any voting rights.

ARTICLE V

PRINCIPAL OFFICE

The street address of the principal office of this corporation is 853 S.E. Monterey Commons Blvd., Stuart, Florida 34996.

ARTICLE VI

DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one.

The name and address of the initial Directors of this corporation are:

David R. Giunta  
4260 SE Cove Lake Circle #102  
Stuart, FL 34997

J. Michael Williams  
9827 S.W. Ventura Drive  
Palm City, FL 34990

Terrance A. Gropp  
P.O. Box 1518  
Palm City, FL 34991

ARTICLE VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

853 S.E. Monterey Commons Blvd.  
Stuart, FL 34996

The name of the initial registered agent of this corporation at that address is:

James Sopko

#### ARTICLE VIII

#### INCORPORATOR

The name and address of the person signing these articles is:

David R. Giunta  
4260 SE Cove Lake Circle #102  
Stuart, Florida 34997

#### ARTICLE IX

#### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the shareholders and approved at a shareholders' meeting by at least seventy percent (70%) of the stock entitled to vote, unless all of the directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

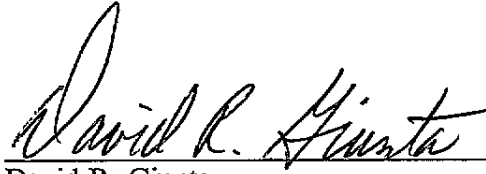
#### ARTICLE X

#### EFFECTIVE DATE

The effective date of this corporation is August 31, 2001.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 31st day of August, 2001.

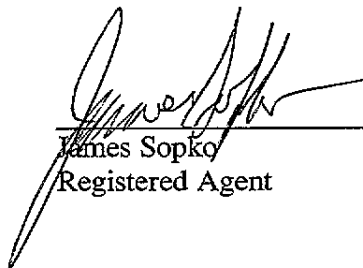


David R. Giunta

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Prosperity Development Group, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 31st day of August, 2001.



James Sopko  
Registered Agent

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2001 SEP -4 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA