

P02880017915

CRANDELL AND ASSOCIATES, INC.
120 E. OAKLAND PARK BLVD., SUITE 107
FT. LAUDERDALE, FL 33334-1106

TELEPHONE (954) 565-9903
FAX (954) 565-7254

FEBRUARY 7, 2002

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 13 AM 9:58

SUBJECT: PROPHET, INC.

ENCLOSED ARE AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES
OF INCORPORATION AND A CHECK FOR \$ 78.75.

900004914629--4
-02/13/02--01045--016
*****78.75 *****78.75

FROM: CRANDELL AND ASSOCIATES, INC.

ATTENTION: MAUREEN THOMAS

120 E. OAKLAND PARK BLVD., SUITE 107

FT. LAUDERDALE, FL 33334-1106

TELEPHONE - (954) 565-9903

FAX - (954) 565-7254

2-18-02
JAC

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
02 FEB 13 AM 9:58

ARTICLES OF INCORPORATION

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING
A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT,
HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I NAME

THE NAME OF THE CORPORATION SHALL BE:

PROPHET, INC.

THIS CORPORATION SHALL COMMENCE ON FEBRUARY 14, 2002.

ARTICLE II PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS
CORPORATION SHALL BE:

c/o The Ocean Manor Hotel
4040 Galt Ocean Drive
Ft. Lauderdale, FL 33308

ARTICLE III SHARES

THE NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS
AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME SHALL BE
SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES OF COMMON STOCK
HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT ARE:

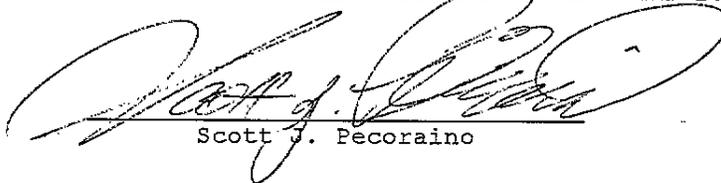
Scott J. Pecoraino
6663-C Boca Pines Trail
Boca Raton, FL 33433

ARTICLE V INCORPORATOR(S)

THE NAMES(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S)
TO THESE ARTICLES OF INCORPORATION ARE:

Scott J. Pecoraino
6663-C Boca Pines Trail
Boca Raton, FL 33433

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE
ARTICLES OF INCORPORATION THIS 7TH DAY OF FEBRUARY 2002.


Scott J. Pecoraino

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 FEB 13 AM 9:58

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, 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:

Prophet, Inc.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND
OFFICE ARE:

Scott J. Pecoraino
6663-C Boca Pines Trail
Boca Raton, FL 33433

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE
OF PROCESS FOR THE ABOVE-STATED CORPORATION 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.


Scott J. Pecoraino

2/7/02
(DATE)