

**Electronic Articles of Incorporation
For**

**P02000127540
FILED
December 03, 2002
Sec. Of State**

PROSPERITUS CAPITAL, INC.

The undersigned incorporator, for the purpose of forming a Florida profit corporation, hereby adopts the following Articles of Incorporation:

Article I

The name of the corporation is:

PROSPERITUS CAPITAL, INC.

Article II

The principal place of business address:

100 NORTH BISCAYNE BLVD.
SUITE 3000
MIAMI, FL. US 33132

The mailing address of the corporation is:

100 NORTH BISCAYNE BLVD.
SUITE 3000
MIAMI, FL. US 33132

Article III

The purpose for which this corporation is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The number of shares the corporation is authorized to issue is:

1000

Article V

The name and Florida street address of the registered agent is:

A HEYDASCH
100 NORTH BISCAYNE BLVD.
SUITE 3000
MIAMI, FL. 33132

I certify that I am familiar with and accept the responsibilities of registered agent.

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Registered Agent Signature: A HEYDASCH

Article VI

The name and address of the incorporator is:

A HEYDASCH 10
0 NORTH BISCAYNE BLVD. SU
ITE 3000 MI
AMI, FLORIDA 33132

Incorporator Signature: A HEYDASCH

Article VII

The initial officer(s) and/or director(s) of the corporation is/are:

Title: D/P
UDO SCHIEKE
LUETZERATHSTR. 155A
COLOGNE, N/. 51107 GE

Title: VP
A HEYDASCH
3120 KIRK STREET
MIAMI, FL. 33133 US

Article VIII

The effective date for this corporation shall be:

12/03/2002