

**Electronic Articles of Incorporation  
For**

**P03000021359  
FILED  
February 21, 2003  
Sec. Of State**

PROSPER FINANCIAL 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:  
PROSPER FINANCIAL INC.

**Article II**

The principal place of business address:  
1645 SOUTH MIAMI AVENUE  
MIAMI, FL. 33129

The mailing address of the corporation is:  
1645 SOUTH MIAMI AVENUE  
MIAMI, FL. 33129

**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:  
1,000,000

**Article V**

The name and Florida street address of the registered agent is:  
MARIA C MAZ  
1645 SOUTH MIAMI AVENUE  
MIAMI, FL. 33129

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

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Registered Agent Signature: MARIA C. MAZ

### **Article VI**

The name and address of the incorporator is:

CAROL LAWS  
4527 WEST 10TH AVENUE  
VANCOUVER, B.C. CANADA  
V6R 2J2

Incorporator Signature: CAROL LAWS

### **Article VII**

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

Title: P  
MARIA C MAZ  
1645 SOUTH MIAMI AVENUE  
MIAMI, FL. 33129