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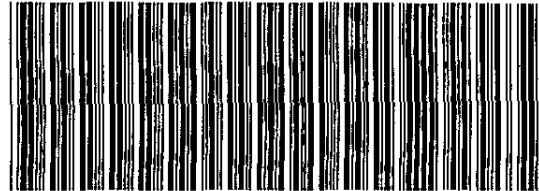
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KENNEDY & BARIS, L.L.P.

ATTORNEYS AT LAW

SUITE P-15

4701 SANGAMORE ROAD

BETHESDA, MD 20816

(301) 229-3400

FAX: (301) 229-2443

TEXAS OFFICE:

SUITE 2550

112 EAST PECAN STREET

SAN ANTONIO, TX 78205

(210) 228-9500

FAX: (210) 228-0781

WASHINGTON DC OFFICE:

SUITE 320

1225 NINETEENTH STREET, NW

WASHINGTON, DC 20036

(202) 835-0313

FAX (202) 835-0319

November 5, 2004

VIA FEDERAL EXPRESS

Florida Department of State

Division of Corporations

409 East Gaines Street

Tallahassee, Florida 32399

RE: New Prosperity, Inc. Articles of Incorporation

Ladies and Gentlemen:

On behalf of the organizer of New Prosperity, Inc. (the "Company"), we hereby enclose for filing Articles of Incorporation for the Company, and one copy of said articles.

Also enclosed is a check, payable to the Florida Department of State, in the amount of seventy eight dollars and seventy five cents (\$78.75) in payment of the fee for this filing and the cost of one certified copy of this filing.

Please send evidence of the acceptance of this filing to the attention of the undersigned as soon as it is. If you have any questions regarding this filing, please contact the undersigned at 301.229.3400, extension 18, by fax at 301.229.2443 or by email at nmgruber@kblbanklaw.com. Thank you for your prompt attention to this matter.

Very truly yours,



Noel M. Gruber

Enclosures

NMG/hs

ARTICLES OF INCORPORATION

OF

NEW PROSPERITY, INC.

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COURT
JULIA ARCE

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida with and under the following Articles of Incorporation, certifies as follows:

ARTICLE I

The name of the corporation shall be "New Prosperity, Inc." and its principal offices shall be located at, and its mailing address shall be, 790 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE II

The corporation is organized for the purpose of engaging in any lawful activity for which corporations may be organized under Florida law.

ARTICLE III

The term for which the corporation shall exist shall be perpetual.

ARTICLE IV

The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be one thousand shares (1,000), all of which common stock, par value \$.01 per share. Each share of common stock shall have one vote per share in respect of all matters submitted to the vote of shareholders.

The holders of the capital stock of the corporation shall not have any preemptive or preferential rights to purchase or otherwise acquire any shares of any class of capital stock of the corporation, whether now or hereafter authorized, except as the Board of Directors may specifically provide.

ARTICLE V

The street address of the initial registered office of the corporation is 790 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the name of the initial registered agent of the corporation is James E. Creamer.

ARTICLE VI

The provisions of section 607.0901 of the Florida Business Corporation Act, relating to affiliate transactions, and section 607.0902 of the Florida Business Corporation Act, relating to

control share acquisitions, as each may now exist or hereafter be amended, shall not be applicable to the corporation.

ARTICLE VII

The initial board of directors of the corporation shall consist of one (1) person. The name and address of the initial director is: James E. Creamer, 790 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084.

The number of directors constituting the entire board shall be not less than one (1) nor more than fifteen (15), the exact number of which as may be fixed from time to time by a vote of a majority of the directors then in office, provided that the number of directors shall not be reduced so as to shorten the term of any director then in office, and further provided that the number of directors shall be one (1) until otherwise fixed by a majority of the board.

ARTICLE VIII

In the event the board of directors shall evaluate a business combination, the directors shall consider, among other things, the following factors: the effect of the business combination on the corporation and its subsidiaries, and their respective stockholders, employees, customers and the communities which they serve; the timing of the proposed business combination; the risk that the proposed business combination will not be consummated; the reputation, management capability and performance history of the person proposing the business combination; the current market price of the corporation's capital stock; the relation of the price offered to the current value of the corporation in a freely negotiated transaction and in relation to the directors' estimate of the future value of the corporation and its subsidiaries as an independent entity or entities; tax consequences of the business combination to the corporation and its stockholders; and such other factors deemed by the directors to be relevant. In such considerations, the board of directors may consider all or certain of such factors as a whole and may or may not assign relative weights to any of them. The foregoing is not intended as a definitive list of factors to be considered by the board of directors in the discharge of their fiduciary responsibility to the corporation and its stockholders, but rather to guide such consideration and to provide specific authority for the consideration by the board of directors of factors which are not purely economic in nature in light of the circumstances of the corporation and its subsidiaries at the time of such proposed business combination.

ARTICLE IX

To the fullest extent permitted by Florida law, as it now exists or as it may hereafter be amended or supplemented, the corporation shall indemnify any and all persons it shall have the power to indemnify under such law, from and against any and all expenses, liabilities, fines, judgments or other payments permitted thereby. Such indemnification shall not be deemed to be exclusive of any other indemnification to which such persons may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise.

ARTICLE X

The corporation shall hold a special meeting of stockholders of the corporation upon the call of the Board of Directors, and the secretary of the corporation shall call, and the corporation shall hold, a special meeting of stockholders upon the request of the Chairman of the Board of Directors or the President of the corporation, or if the holders of fifty percent of all of the votes entitled to be cast at the proposed special meeting sign, date and deliver to the secretary of the corporation one or more written demands for the meeting describing the purpose or purposes for which such meeting shall be held.

ARTICLE XI

The name and address of the incorporator of the Corporation is James E. Creamer, 790 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084..

IT WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 3rd day of November, 2004


James E. Creamer, Incorporator

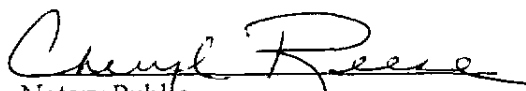
State of Florida)
County of St Johns)

BEFORE ME, the undersigned notary public for the State of Florida, personally appeared James E. Creamer, known to me to be the person who signed the foregoing Articles of Incorporation, who being by me first duly sworn, deposed and acknowledged that he had read the foregoing instrument, and that the executed the same freely for the uses and purposed therein expressed.

IT WITNESS WHEREOF, I have set hereunto my hand and affixed my seal this 3rd day of November, 2004.



Cheryl Reese
My Commission DD115932
Expires June 16, 2006


Notary Public

CERTIFICATE OF DESIGNATION OF
REGISTERED OFFICE AND REGISTERED AGENT

DESIGNATION:

Pursuant to the provisions of Section 607.0501, Florida Statutes, New Prosperity, Inc. desires to organize under the laws of the State of Florida, and in connection therewith hereby and in its Articles of Incorporation designates James E. Creamer as its registered agent, whose address is 790 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084, and which address shall also be the registered office of the corporation.

NEW PROSPERITY, INC.

By: 

James E. Creamer, Incorporator and President

ACCEPTANCE:

Having been named as registered agent to accept service of process for New Prosperity, Inc., the undersigned hereby agrees to act in such capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the undersigned's duty, and accepts the obligations and duties of Section 607.0501, Florida Statutes.


James E. Creamer

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SECRETARY OF STATE
TALLAHASSEE, FL