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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JUN 10 2005

Jefferson Financial Group, Inc
1175 NE 125th Street, Suite 616
N. Miami, Fl 33161
305-893-0020/ FAX: 305-893-0022

June 3, 2005

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Filing of Corporation
PROSPEROUS INVESTMENT GROUP, INC


Dear Secretary of State:

Enclosed herewith for filing with the State of Florida is the original Certificate of Incorporation for PROSPEROUS INVESTMENT GROUP, INC. Also enclosed is a check made payable to the Secretary of State in the amount of \$78.75 for filing fees.

Upon filing with the State, please return the original document to the following address:
PROSPEROUS INVESTMENT GROUP, INC
1175 NE 125TH STREET, SUITE
NORTH MIAMI, FLORIDA 33161

Your assistance and cooperation in this request will be greatly appreciated.

Sincerely,


Jeff Miller

**ARTICLES OF INCORPORATION
OF
PROSPEROUS INVESTMENT GROUP, INC**

We, the undersigned are desirous of forming a corporation under the laws of the State of Florida, such laws that are applicable to corporation for profit, and respectfully petition the Secretary of State for approval of such incorporation under Chapter 607 of The Florida Statutes.

ARTICLE 1 - NAME

The name of this corporation is PROSPEROUS INVESTMENT GROUP, INC., (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1149 NW 184th Terrace, Pembroke Pines, FL 33029 and any other location that the Board of Directors may deem appropriate.

ARTICLE 4 - INCORPORATION

The name and address of the individuals who are the original subscribers are as follows:

Fernando Johnson	1149 NW 184 th Terrace Pembroke Pines, FL 33029
Wendall Farley	2316 SW 130 th Terrace Miramar, FL 33027
Wendell Listhrop	15615 NW 2 nd Court Miami, FL 33169

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ARTICLE 5 - DIRECTOR(S)

The name and address of the individuals who will serve as the initial officers of the corporation until new Directors are appointed at the first meeting of the shareholders are as follows:

Name	Address
Fernando Johnson President	1149 NW 184 th Terrace Pembroke Pines, FL 33029
Wendall Farley Secretary	2316 SW 130 th Terrace Miramar, FL 33027
Wendell Listhrop Treasurer	15615 NW 2 nd Court Miami, FL 33169

ARTICLE 6 – CORPORATE CAPITALIZATION

The maximum number of shares that this Corporation is authorized to have outstanding at any time **ONE THOUSAND (1,000)** shares of common stock, each share having the per vale of **ONE DOLLAR (\$1.00)**.

All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.

The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 7 – SUB –CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this corporation, without the written consent of all the shareholders of this corporation shall take any action, or make any transfer or other disposition of the shareholder' shares of stock in the corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

“The Shares of Stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended.”

ARTICLE 8- SHAREHOLDERS'S RESTRICTIVE AGREEMENT

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholder' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 9 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Article of Incorporation.

ARTICLE 10 – TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 11 – REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person whether or not the Corporation shall have notice thereof.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


ARTICLE 13 – EFFECTIVE DATE


These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.


ARTICLE 14 – AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, We the undersigned being the original subscribers to this Certificate of Incorporation, does hereby make, subscribe, acknowledged and file this certificate and certify that the facts herein are true and have hereunto set our hand and seal this 30th day of September, 2003.


Fernando Johnson


Wendall Farley


Wendell Lister

STATE OF FLORIDA)

)Ss:

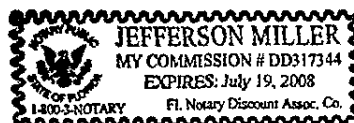
FLORIDA OF DADE)

BE IT REMEMBERED that on this 3rd day of June, 2005, personally came before me, a Notary Public of the State of Florida, the parties to the foregoing Certificate of Incorporation, Fernando Johnson, Wendall Farley and Wendell Lishrop, who produce the following identification: Florida Driver License and acknowledged the said certificate to be the acts and deeds of the signer, and that the facts herein are truly set forth.

Given under our hand and seal the day and year aforesaid.

NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

That Prosperous Investment Group, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation in the County of Miami Dade and State of Florida, has name Wendall Farley, 2316 SW 130th Terrace, Miramar, Fl 33027 as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in the capacity, and agreed to comply with the provision of said Act relative to keeping open said office.


Register Agent

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TALLAHASSEE, FLORIDA