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Brown JAN 27 2006

WHITTEMORE | DENSON P.A.
Attorneys at Law

January 20, 2006

SENT VIA FEDERAL EXPRESS

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

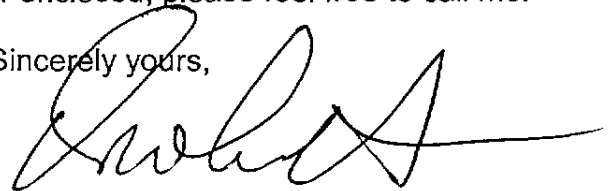
Re: Prospect Services Incorporated

Gentlemen:

Please find enclosed an original and one copy of the Articles of Incorporation of Prospect Services Incorporated together with Registered Agent forms. Also enclosed is our firm's check in the amount of \$78.75 for the filing, registered agent designation, and copy of the Articles of Incorporation. Please forward a certified copy of the Articles of Incorporation as soon as possible.

If you have any questions regarding the above or enclosed, please feel free to call me.

Sincerely yours,



KENT G. WHITTEMORE

KGW/bwn
Encs.

cc: Client

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ARTICLES OF INCORPORATION OF
PROSPECT SERVICES INCORPORATED

WE, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida.

ARTICLE I
NAME

The name of the corporation is PROSPECT SERVICES INCORPORATED.

ARTICLE II
DURATION

The term of existence of this Corporation shall commence on the 20th day of January, 2006, and shall be perpetual.

ARTICLE III
PURPOSE

The general nature of the business to be transacted by this Corporation and its purpose is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services, of every class, kind and description, or any other business activity permitted under the laws of the United States and the State of Florida.

ARTICLE IV
PREEMPTIVE RIGHTS GRANTED

Each Shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of unissued or treasury shares.

ARTICLE V
REGISTERED OFFICE

The address of the initial Registered Office of the Corporation is One Beach Drive SE, Suite 230, St. Petersburg, Florida 33701. The initial Registered Agent at this address will be Mark S. Berset.

ARTICLE VI
PRINCIPAL OFFICE

The principal office of the Corporation and its mailing address is One Beach Drive SE, Suite 230, St. Petersburg, Florida 33701.

ARTICLE VII
CAPITAL STOCK

The Corporation is hereby authorized to issue Ten Thousand (10,000) shares of common stock with the par value of One Cent (\$0.01) per share.

ARTICLE VIII
DIRECTORS

The initial Board of Directors of this Corporation shall consist of three (3) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Mark S. Berset	1050 Friendly Way South St. Petersburg, FL 33705
Linda C. Berset	1050 Friendly Way South St. Petersburg, FL 33705
Michael Schlenker	13998 Egret Lane Clearwater, FL 33762

The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one (1).

ARTICLE IX
INCORPORATORS

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Michael Schlenker	13998 Egret Lane Clearwater, FL 33762

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at St. Petersburg, Pinellas County, Florida, for the use and purpose aforesaid.

Michael Schlensker
MICHAEL SCHLENSKER

STATE OF FLORIDA)
COUNTY OF PINELLAS)

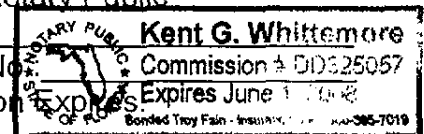
The foregoing instrument was acknowledged before me this 20th day of January, 2006, by MICHAEL SCHLENSKER, who is personally known to me or who has produced a Florida driver's license.

Kent G. Whittemore
Signature of Notary Public

Print Name: _____

Commission No. _____

My Commission Expires _____



STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile
for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served and
Names and Addresses of the Officers and Directors

The following is submitted, in compliance with §48.091, Florida Statutes:

PROSPECT SERVICES INCORPORATED, a Florida corporation organized, or organizing, under the laws of the State of Florida, with its registered office at One Beach Drive SE, Suite 230, St. Petersburg, Pinellas County, Florida 33701, has named MARK S. BERSSET, located at said registered office, as its agent to accept service of process within this state.

OFFICERS:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Mark S. Bersset	President	1050 Friendly Way South St. Petersburg, FL 33705
Michael Schlensker	Vice-President	13998 Egret Lane Clearwater, FL 33762
Linda C. Bersset	Secretary/ Treasurer	1050 Friendly Way South St. Petersburg, FL 33705

DIRECTORS:

<u>Name</u>	<u>Address</u>
Mark S. Bersset	1050 Friendly Way South St. Petersburg, FL 33705
Michael Schlensker	13998 Egret Lane Clearwater, FL 33762
Linda C. Bersset	1005 Friendly Way South St. Petersburg, FL 33705

By: Michael Schlensker
CORPORATE OFFICER

ACCEPTANCE:

I agree as Registered Agent to accept service of process, to keep the office open during prescribed hours, and to post my name, and any other officers of said corporation authorized to accept service of process at the above Florida designated address, in some conspicuous place in the office as required by law.


REGISTERED AGENT

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