

**Electronic Articles of Incorporation
For**

P07000135619
FILED
December 31, 2007
Sec. Of State
bmcknight

PROSPECT POOLS II, 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:

PROSPECT POOLS II, INC.

Article II

The principal place of business address:

45 PROSPECT DRIVE
CORAL GABLES, FL. US 33133

The mailing address of the corporation is:

1441 BRICKELL AVE.
1400
MIAMI, FL. US 33131

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:

10,000 @ \$1.00 PAR VALUE

Article V

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

ROBERT ALLEN LAW
1441 BRICKELL AVE.
1400
MIAMI, FL. 33131

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

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Registered Agent Signature: UMBERTO C. BONAVIDA

Article VI

The name and address of the incorporator is:

UMBERTO C. BONAVIDA, ROBERT ALLEN LAW
1441 BRICKELL AVE.
1400
MIAMI, FL 33131

Incorporator Signature: UMBERTO C. BONAVIDA

Article VII

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

Title: D, P
LISA L GINDLING
45 PROSPECT DRIVE
CORAL GABLES, FL. 33133 US

Article VIII

The effective date for this corporation shall be:

12/31/2007