

**P96000018861**  
**MIRKIN & WOOLF, P.A.**

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February 23, 1996

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

300001726303  
-02/28/96--01037--005  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

**Re: Articles of Incorporation**

Gentlemen:

Enclosed for filing please find an original and one copy of Articles of Incorporation for Prospero Marketing Corporation.

Also enclosed please find a check in the amount of \$122.50 to cover the filing fee and fee for a certified copy. Please mail the certified copy to me at the address above.

Thank you for your immediate attention to this matter.

Very truly yours,

**MIRKIN & WOOLF, P.A.**



Mark H. Mirkin  
MHM/cmf

cc: Irwin Horowitz

FILED  
96 FEB 28 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

GB 2/29/96

**ARTICLES OF INCORPORATION  
OF  
PROSPERO MARKETING CORPORATION**

**FILED**  
**96 FEB 20 PM 2:55**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the Corporation shall be Prospero Marketing Corporation. The principal place of business shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

**ARTICLE II. NATURE OF BUSINESS**

The Corporation may engage in or transact all lawful activities or businesses permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The total number of shares of capital stock of all classes which the Corporation shall have authority to issue is one million (1,000,000) shares of common stock, \$0.01 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the Corporation shall be c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401 and the name of the initial registered agent of the Corporation at that address is Mark H. Mirkin, Esq.

**ARTICLE V. TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE VI. DIRECTORS**

The Corporation shall have one (1) director initially. The name and address of the initial member of the Board of Directors are Donald F. Scheiber, 40 Exchange Place #1101, New York, New York 10005.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are Mark H. Mirkin, Esq., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 23rd day of February 1996.

  
\_\_\_\_\_  
Mark H. Mirkin, Esq.

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

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

PROSPERO MARKETING CORPORATION, desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Incorporation, as c/o Mirkin & Woolf, P.A., 1700 Palm Beach Lakes Blvd. #580, West Palm Beach, Florida 33401, has named MARK H. MIRKIN, ESQ. as its agent to accept service of process within this 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 this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open said office.

  
\_\_\_\_\_  
Mark H. Mirkin, Esq.

**FILED**  
96 FEB 28 PM 2:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA