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Albert Sueiras, CPA

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Miami, Florida 33176

Tel: 305-666-6069

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July 9, 1996

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

100001892151
-07/12/96--01044--021
****122.50 ****122.50

Gentlemen:

Enclosed find the Articles of Incorporation of PROSPERO UNLIMITED CORPORATION, which were executed on July 9th, 1996. Also enclosed find a check for \$122.50 to cover incorporation charges.

If you have any questions you may contact the undersigned.

Sincerely,



Albert Sueiras, C.P.A.

FILED
96 JUL 11 AM 11:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7/15/96
JB

ARTICLES OF INCORPORATION
OF
PROSPERO UNLIMITED CORPORATION

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, by these articles form a corporation for profit, pursuant to the laws of the State of Florida.

FIRST: The name of the corporation is PROSPERO UNLIMITED CORPORATION.

SECOND: The period of duration of the corporation is perpetual.

THIRD: The nature of the business and the objects and purposes to be transacted and carried on are to engage in any activity or business as lawfully permitted under the laws of the State of Florida and the United States of America.

FOURTH: The aggregate number of shares of Capital Stock which the Corporation has authority to issue is 5,000 (five thousand), all of which shall be one class of common stock having a par value of \$1.00 each.

FIFTH: The address of its initial registered office is 1940 SW 128 Ct., Miami, Florida 33175, and the name of the initial register agent at such address is NORMA RAMIREZ.

SIXTH: The initial board of directors will consists of two directors, whose names and addresses are, NORMA RAMIREZ, 1940 SW 128 Ct., Miami, Florida 33175 and RICARDO RAMIREZ, 1940 SW 128 Ct., Miami, Florida 33175. The number of directors may be either increased or diminished from time to time by the by-laws but shall never be less than one.

SEVENTH: The name and address of the incorporator is NORMA RAMIREZ, 1940 SW 128 Ct., Miami, Florida 33175.

EIGHTH: Preemptive Rights shall be as follows: Each shareholder of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the corporation convertible into or carrying a right to subscribe to acquire shares of any such unissued stock or treasury stock.

NINTH: The initial street address of the principle office of the Corporation in the State of Florida is, 1940 SW 128 Ct., Miami, Florida 33175.

TENTH: The Corporation shall indemnify Incorporators, Officers and Directors to the full extent permitted by law.

ELEVENTH: a. The Corporation adopts all contracts made on its behalf by the before-mentioned Incorporator.

b. The Corporation authorizes its directors to approve reimbursement to the before-mentioned Incorporator for any and all expenses incurred on behalf of the Corporation, prior to its incorporation and for any and all expenses incurred in the organization and formation of the Corporation.

TWELFTH: The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to the Articles of Incorporation. Every amendment shall be approved by the Board of Directors, proposed by it to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon.

THIRTEENTH: The power to adopt, alter or repeal bylaws shall be vested in the board of directors and the stockholders, except that the board of directors may not amend or repeal any bylaw adopted by the stockholders if the stockholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation of PROSPERO UNLIMITED CORPORATION this 9th. day of July, 1996.

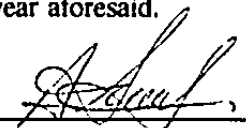


NORMA RAMIREZ
INCORPORATOR

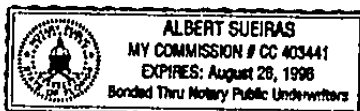
STATE OF FLORIDA :
:SS
COUNTY OF DADE :

ON THIS 9th. day of July, 1996, before me, a notary public duly authorized in the state of Florida, County of DADE, personally appeared NORMA RAMIREZ, known to me to be the person described and who subscribed the above Articles of Incorporation, and who acknowledged that he executed the Articles of Incorporation for the purpose contained herein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.



NOTARY PUBLIC
STATE OF FLORIDA



**CERTIFICATE DESIGNATING THE ADDRESS
AND AGENT UPON WHOM PROCESS MAY SERVED**

PROSPERO UNLIMITED CORPORATION, desiring to organize as a Corporation for Profit, under the laws of the State of Florida, which will have its principal office in Florida, has named NORMA RAMIREZ, located at 1940 SW 128 Ct., CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA, 33175, as its agent to accept service of process within this state.

FILED
JUL 11 1996
CLERK OF DISTRICT COURT
JUL 11 1996
CLERK OF DISTRICT COURT

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-described corporation, at the place designated in this certificate, I agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I specifically accept the duties and obligations prescribed by Section 607.325, Florida Statutes.

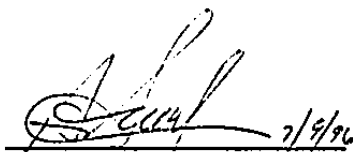


NORMA RAMIREZ, REGISTERED AGENT

07/09/96
DATED

STATE OF FLORIDA :
 :SS
COUNTY OF DADE :

SWORN TO AND SUBSCRIBED this 9th. day of July, 1996.



NOTARY PUBLIC/DATE

