

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED

97 MAR 25 AM 8:56

W974732

AL MAR 27 1997

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	324-97		
TIME	12:57		
BY	DK		

WALK-IN
 Will Pick Up _____

NE: Prospect, Inc.

	C.C. FEE.	DISBURSE
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
<input checked="" type="checkbox"/> (1) Cert. Copy(s)		
Art. of Amend. Filing		
Dissolution/Withdrawal		
C U S -		
Fictitious Name Filing		
Name Reservation -03/24/97-01124-020		
Annual Report/Information	*****70.00	*****70.00
Reg. Agent Service		
Document Filing		
Corporate Kit		
Vehicle Search		
Driving Record		
Document Retrieval		
UCC 1 or 3 Filing -03/24/97-01124-021		
UCC 11 Search	*****52.50	*****52.50
UCC 11 Retrieval		
Filing No.'s. Copies		
Counter Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX () hrs.		

SUBTOTALS

FEE.....	
DISBURSED.....	
SURCHARGE.....	
TAX on corporate supplies.....	
SUBTOTAL.....	
PREPAID.....	
BALANCE DUE.....	

RECEIVED
 97 MAR 24 PM 1:23
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 10% per Annum

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 24, 1997

CAPITAL CONNECTION
P.O. BOX 10349
TALLAHASSEE, FL 32302

SUBJECT: PROSPECT, INC.
Ref. Number: W97000006732

Corrected

We have received your document for PROSPECT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 897A00014738

97 MAR 26 PM 3:41

FILED

97 MAR 26 AM 8:54

STATE
OFFICE OF THE CLERK
TAMPA, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRO SPECT HOME INSPECTION, INC.**

**ARTICLE I
NAME**

The name of the Corporation is **PRO SPECT HOME INSPECTION, INC.** The address of the Corporation is 15455-8 Plantation Oaks Dr., Tampa, Florida 33647.

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSE**

The Corporation is organized for the following purposes: to engage in any activity or business incidental to or related to the business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal, and intangible property wherever situate; to carry out the said purposes in any State, territory, district, or possession of the United States, or in any foreign country; and to engage in any activity or business permitted under the laws of the United States, the State of Florida, and any other State or foreign country.

**ARTICLE IV
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares," and all of which shall have the same rights and privileges.

**ARTICLE V
PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 15455-8 Plantation Oaks Drive, Tampa, Florida 33647, and the name of the initial Registered Agent of the Corporation at that address is Lewis V. Morris.

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

Lewis V. Morris
15455-8 Plantation Oaks Drive
Tampa, Florida 33647

Deborah Morris
15455-8 Plantation Oaks Drive
Tampa, Florida 33647

**ARTICLE VIII
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is: Lewis V. Morris, 15455-8 Plantation Oaks Drive, Tampa, Florida 33647.

**ARTICLE IX
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors and the shareholders.

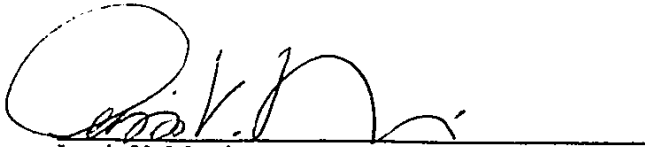
**ARTICLE X
INDEMNIFICATION**

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

**ARTICLE XI
AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13th day of March, 1997.



Lewis V. Morris
Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Lewis V. Morris, who is known to me or who produced DL # M020-538-54-4600 as identification and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13th day of March, 1997.



NOTARY PUBLIC, STATE OF FLORIDA

Print Name: TERESA MILLICAN-NIELSEN

My Commission Expires:



CERTIFICATE DESIGNATING REGISTERED AGENT

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act:

Pro Spect Home Inspection, Inc.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 15455-8 Plantation Oaks Drive, Tampa, Florida 33647, has named Lewis V. Morris, located at 15455-8 Plantation Oaks Drive, Tampa, Hillsborough County, Florida 33647, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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 said Act relative to the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

ProSpect, Inc.

By: 

Lewis V. Morris
Registered Agent

Date: 3/13/97

FILED
97 MAR 26 AM 8:54
TAMPA
CLERK OF DISTRICT COURT