

P97000041543

April 28, 1997

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/06/97--01043--017
****122.50 ****122.50

Dear Sir or Madam:

Please find enclosed a check in the amount of \$122.50 made payable to the Secretary of State.


This, along with the Articles of Incorporation, are for Prism Capital, Inc.

If there are any problems, or if you have any questions, please correspond to the following address:

1300 N. Federal Highway
Suite 202
Boca Raton, FL 33432

Thank you for your service.

Sincerely,


Thomas M. Costello

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 PM 2:30

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FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
97 MAY -6 PM 2:30

ARTICLES OF INCORPORATION
OF
Prism Capital, Inc.

The undersigned natural person, having capacity to contract and acting as the Incorporator of this Corporation under the Florida General Corporation Act adopts the following Articles of Incorporation for such Corporation, to-wit:

ARTICLE ONE: NAME AND PRINCIPAL OFFICE

The name of the corporation is: Prism Capital, Inc. The address of its principal office is 1300 N. Federal Highway, Suite 202, Boca Raton, FL 33432.

ARTICLE TWO: COMMENCEMENT AND DURATION

The Corporation is to commence its existence upon the filing of these Articles by the Department of State, and will exist perpetually thereafter unless earlier dissolved in the manner prescribed by law.

ARTICLE THREE: PURPOSE AND POWERS

The purpose of the Corporation is to engage in, for profit, any lawful act or activity for which corporations may be organized under the Florida General Corporation Act, and the Corporation shall have such powers as is necessary to effectuate the purpose herein stated.

ARTICLE FOUR: CAPITAL STOCK

The maximum number of shares which the Corporation shall have the authority to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE FIVE: PREEMPTIVE RIGHTS

The shareholders of any class or series of stock of the Corporation shall have the preemptive right to subscribe, in proportion to their holdings (rounded to the nearest full share) at the price it is offered to others, for any authorized but unissued or treasury stock of such class or series of the Corporation to be issued.

ARTICLE SIX: MANAGEMENT

The activities and affairs of the Corporation shall be managed by a Board of Directors, the number of members of which shall be such as from time to time shall be fixed by the By-laws of the Corporation; but in no event shall the number be less than one (1). The Board of Directors is expressly authorized to make, alter or repeal the By-laws of the Corporation. The initial Board of Directors shall consist of one (1) director, whose name and address is as follows: Thomas M. Costello, 1300 N. Federal Highway, Suite 202, Boca Raton, FL 33432.

ARTICLE SEVEN: INDEMNIFICATION

The Corporation shall have the power to enter into an indemnity agreement with any officer or director, or any former officer or director, indemnifying the same to the full extent permitted by law.

ARTICLE EIGHT: INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent of the Corporation, and the street address of the initial registered office of the Corporation in the state of Florida is: Thomas M. Costello, 1300 N. Federal Highway, Suite 202, Boca Raton, FL 33432.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLE NINE: INCORPORATOR

The name and address of the incorporator hereunder is: Thomas M. Costello, 1300 N. Federal Highway, Suite 202, Boca Raton, FL 33432.

ARTICLE TEN: RESERVED POWERS

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida; and all rights and powers conferred on directors or shareholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida does make, file and record these Articles, and certifies that the facts herein stated are true. In addition, by execution of this instrument, the undersigned, as registered agent states: I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



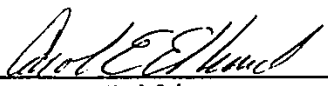
Incorporator and Registered Agent

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned, a Notary Public, in and for the State of Florida at Large, personally appeared THOMAS M. COSTELLO the above named Incorporator and Registered Agent, with whom I am personally acquainted, who acknowledged the execution of the foregoing instrument for the purpose therein contained.

WITNESS my hand and official seal in the State and County last aforesaid this 28th day of April, 1997.



Notary Public,
State of Florida at Large



CAROL E. EKLUND
MY COMMISSION # CC371808 EXPIRES
May 11, 1998
BONDED THRU TRICY FARM INSURANCE, INC.