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TRANSMITTAL LETTER

June 9, 1997

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

RE: The Law Office of Eric A. Reyes, P.A.

500002213645--6  
-06/16/97--01170--002  
\*\*\*\*\*75.00 \*\*\*\*\*75.00

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 PM 1:06

Dear Sir or Madame:

Enclosed please find an original and one (1) copy of the articles of incorporation for **Prosperity Resource Center, Inc.** A \$75 check is enclosed to pay for the applicable fees.

Please return the photocopy to me with the filing date stamped on it. I have enclosed a self-addressed envelope for your convenience. Should you have any questions, please do not hesitate to contact my office. Thank you for your assistance.

Sincerely,



Eric A. Reyes, Esq.

enc.

D. BROWN JUN 17 1997

**ARTICLES OF INCORPORATION  
OF  
PROSPERITY RESOURCE CENTER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 16 PM 1:06

**1. NAME.** The name of this corporation is PROSPERITY RESOURCE CENTER, INC.

**2. STATE OF INCORPORATION.** This corporation is hereby formed under the laws of the State of Florida.

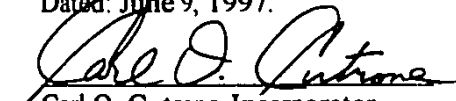
**3. PURPOSE AND POWERS.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of Florida, as they may be amended from time to time.

**4. PRINCIPAL PLACE OF BUSINESS.** The principal place of business and the mailing address of the corporation is 1720 El Jobean Road, Suite 205, Port Charlotte, Florida 33948.

**5. SHARES.** The corporation shall have the authority to issue one million (1,000,000) shares of stock.

**6. INCORPORATOR.** The incorporator of this corporation is Carl O. Cutrone.

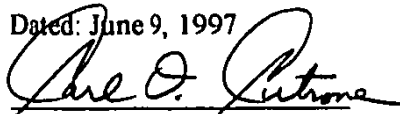
Dated: June 9, 1997.

  
Carl O. Cutrone-Incorporator

**7. REGISTERED AGENT.** The registered agent is Carl O. Cutrone, 1720 El Jobean Road, Suite 205, Port Charlotte, Florida 33948.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: June 9, 1997

  
Carl O. Cutrone-Incorporator