

The TAX.MAN, Inc.

P97000080210¹⁶⁰¹

1601 Belvedere Road
Suite 103-South
West Palm Beach, FL
U.S.A.

Phone 561-686-5705
Fax 561-689-0708

September 10, 1997

Florida Department of State
Division of Corporations
P.O. Box 6237
Tallahassee, FL 32301

Re: PROSPECT HILL FARMS, INC.

500002293085--8
-09/15/97--01105--013
*****70.00 *****70.00

Gentlemen:

Enclosed please find the original and a copy of the Articles of Incorporation for the above captioned corporation, as well as a check in the amount of \$70.00 to cover the cost of filing.

If there are any questions feel free to contact me at the address above or by telephone at (561) 686-5705.

Thank you in advance for your prompt attention to this matter.

Yours truly,



Howard I. Angowitz

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A/ss

Encl.: (3)

9-16-97
WS

ARTICLES OF INCORPORATION

OF

PROSPECT HILL FARMS, INC.

ARTICLE I

NAME

The name of this corporation is PROSPECT HILL FARMS, INC.

ARTICLE II

NATURE OF BUSINESS

This Corporation may engage in any business activity or business permitted under the laws of The United States and the State of Florida.

ARTICLE III

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is ONE THOUSAND (1,000) SHARES of common stock having \$1.00 par value.

ARTICLE IV

INITIAL CAPITAL

The amount of capital that this Corporation will begin with is FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE V

TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The address in the State of Florida of the principle office of this Corporation is 12825 59th Street North, Royal Palm Beach, Florida, 33411, and the name of the initial registered agent at this address is Jack Soobitsky.

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the by-laws, but shall never be less than one.

ARTICLE VIII

INITIAL DIRECTORS

Jack Soobitsky

12825 59th Street North
Royal Palm Beach, FL 33411

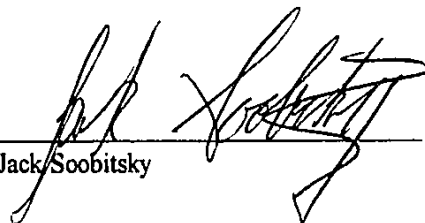
ARTICLE IX
INCORPORATORS

The name and address of the persons signing these articles of incorporation is:

Jack Soobitsky

12825 59th Street North
Royal Palm Beach, FL 33411

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles of incorporation this 10th day of September, 1997.



Jack Soobitsky

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Jack Soobitsky known by me to be the person who executed these article of incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and official seal, in the state and county aforesaid, this 10th day of September, 1997.

{SEAL}



Notary Public



HOWARD I. ANGOWITZ
COMMISSION # CC 657642
EXPIRES AUG 2, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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

IN COMPLIANCE WITH SECTION 48,091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST--PROSPECT HILL FARMS, INC.
DESIRES TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPLE PLACE OF BUSINESS AT THE CITY OF ROYAL PALM BEACH, PALM BEACH COUNTY, STATE OF FLORIDA, HAS NAMED JACK SOOBITSKY, AT 12825 59TH STREET NORTH, CITY OF ROYAL PALM BEACH, STATE OF FLORIDA AS ITS AGENT TO ACCEPT PROCESS WITHIN FLORIDA.

SIGNED _____

TITLE PRESIDENT

DATE SEPTEMBER 10, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN ACCORDANCE WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNED _____

JACK SOOBITSKY
Resident Agent

DATE SEPTEMBER 10, 1997