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FROM: AKERMAN, SENTERFITT & EIDSON

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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A. (WPB)

ACCT#: 104075003305

CONTACT: NANCY M PORCARI

PHONE: (561) 659-5990

FAX #: (561) 659-6313

NAME: PROSPERITY TRUST COMPANY, INC.

AUDIT NUMBER.....H98000002902

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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PAGES..... 7

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
PROSPERITY TRUST COMPANY, INC.**

98 FEB 11 AM 7:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation is PROSPERITY TRUST COMPANY, INC.

ARTICLE II - PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III - STOCK

This Corporation is authorized to issue 1,000 shares of common stock, par value one dollar (\$1.00) per share.

ARTICLE IV - INCORPORATOR

The name and address of the Incorporator of this Corporation is Nancy A. Romfh, Esquire, Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401.

ARTICLE V -- ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial Registered Office of this Corporation is Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this Corporation at that address is Nancy A. Romfh.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The street address and mailing address of the principal office of this Corporation is 2401 PGA Boulevard, Suite 230, Palm Beach Gardens, Florida 33410.

Philip M. Sprinkle II, Esquire
Florida Bar Number 0724890
Phillips Point East Tower
777 South Flagler Drive
West Palm Beach, Florida 33401
Phone (561) 659-5990

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ARTICLE VII - BOARD OF DIRECTORS

Section 1: The business of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2: This Corporation shall have one (1) Director initially and the number of Directors may be increased or diminished from time to time as provided for in the By-Laws of this Corporation but shall never be less than one (1).

Section 3: The names and addresses of the initial Directors of this Corporation, who shall hold office until the first annual meeting of shareholders and thereafter until their successors are elected, are as follows:

William VanDresser
2401 PGA Boulevard, Suite 230
Palm Beach Gardens, Florida 33410

Section 4: The Board of Directors shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of this Corporation as may be amended from time to time.

ARTICLE VIII - OFFICERS

Section 1. This Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

Section 2. The officers shall be selected and removed and shall have such rights, privileges, powers and duties as provided for in the By-Laws of the Corporation as may be amended from time to time.

ARTICLE IX - BY-LAWS

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. Terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) are not acts on which a proceeding specified in (a) or (b) is based and in which the officer, Director, employee or agent has been successful on the merits or otherwise in defending or has been successful in defending any claim, issue or matter therein or (ii) were material to the cause of action so adjudicated and constitute:

- (a) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly;
- (c) in the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834, governing a Director's liability for unlawful distribution to shareholders, is applicable; or

- (d) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a shareholder.

Section 3. Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X and despite any contrary determination of the Board of Directors, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 607.0850(3) or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or
- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 2 or Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article X or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director,

employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article X.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-Law, agreement, vote of shareholders, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article X shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or
 - (ii) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article X.

Section 7. Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

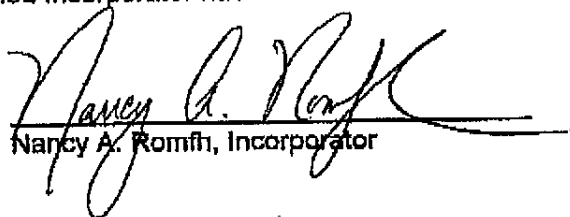
ARTICLE XI - TERM

The duration of this Corporation is perpetual.

ARTICLE XII - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

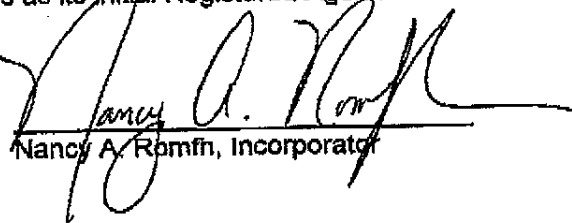
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 11th day of February, 1998.


Nancy A. Romfh, Incorporator

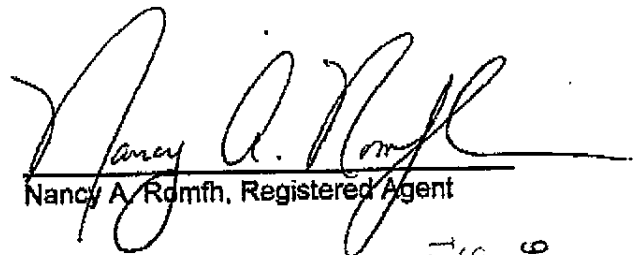
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

PROSPERITY TRUST COMPANY, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated Phillips Point - East Tower, 777 South Flagler Drive, Suite 900, West Palm Beach, Florida 33401, as its initial Registered Office and has named Nancy A. Romfh, located at that address as its initial Registered Agent.


Nancy A. Romfh, Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


Nancy A. Romfh, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA