

**CORPORATE
ACCESS,
INC.**

1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFIED COPY

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1.) Prosperity Land Development Company
(CORPORATE NAME & DOCUMENT #)

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DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS _____

P. Hall

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ARTICLES OF INCORPORATION OF
Prosperity Land Development Company

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of the Corporation is Prosperity Land Development Company.

ARTICLE II. PRINCIPAL OFFICE

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

ARTICLE III. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify its officers, directors, employees and agents to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time,

ARTICLE IV. STOCK

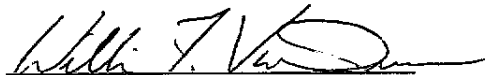
Section 1. Authorized Shares. The total number of shares of stock which the Corporation shall have authority to issue is One thousand (1,000) shares of common stock, \$.01 par value.

ARTICLE V. REGISTERED OFFICE AND AGENT

Section 1. The street address of the Registered Office of this Corporation is 2401 PGA BLVD., SUITE 230 PALM BEACH GARDENS, FLORIDA 33410.

Section 2. The name of the Registered Agent of this Corporation located at the address of the Registered Office is William F. VanDresser c/o Prosperity Land Development Company.

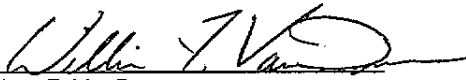
IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles of Incorporation this 28 day of July, 98.


William F. VanDresser
Sole Incorporator


CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

Prosperity Land Development Company as a corporation under the laws of the State of Florida has designated 2401 PGA BLVD., SUITE 230, PALM BEACH GARDENS, FLORIDA 33410 as its Registered Office and has named William F. VanDresser, located at said address as its Registered Agent.


William F. VanDresser

Having been named Registered Agent for the above-referenced Corporation at the above designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091, as amended from time to time, relative to keeping open said office.


William F. VanDresser, Registered Agent

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