TRANSMITTAL LETTER

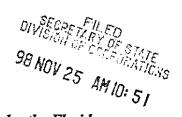
DIVIDOR 198

DIVISION OF CONFERENCES OF STATE OF STA

Department of State Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

SUBJECT	PRO	SPERITY PROCE	SSORS, INC.		
		(Proposed corp	·	800002696: -11/25/980 *****70.00	1077002 *****70.00
	s an original an S70.00 Filing Fee	d one (1) copy of t \$78.75 Filing Fee & Certificate	the Articles of Incorpo \$122.50 Filing Fee & Certified Copy	oration and a check for \$131.25 Filing Fee, Certified Copy & Certificate	•
	FROM:	BIZCORP	INC.		
		292 S.	County Road, Sui	ite 500	
			ach, FL 33480 City, State & Zip	·······················.	
		(561) 7.	76–2277 me Telephone Number		

ARTICLES OF INCORPORATION



The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: PROSPERITY PROCESSORS, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

1375 N.W. 89th Ct. Miami, FL 33172

ARTICLE III - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 shares of common stock, with no par value.

ARTICLE IV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Ceasar Lou 1000 N.W. 132 Avenue West Miami, FL 33182

ARTICLE V - INITIAL DIRECTOR(S)

The name(s) and address(es) of the initial member(s) of the corporation's Board of Directors is (are):

Cesar Lou 1000 N.W. 132 Avenue West Miami, FL 33182

Jorge Chong 12951 N.W. 9th Ln. Miami, FL 33182

ARTICLE VI - INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

BIZCORP INTERNATIONAL Inc. 292 S. County Road Suite 500 Palm Beach, FL 33480

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 16th day of November, 1998.

BIZCORP INTERNATIONAL INC.

Stephen Levy (President)



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1.	The name of the corporation is:	PROSPERI	TY PR	OCESSORS, INC.
2.	The name and address of the regis	tered agent	and offic	e is:
		CESAR LO	ou Name)	
			1. 132 idress)	Avenue West
		Miami, F	L 331 y/State/2	

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.

November 13,1998
(Signature) (Date)