



P98000107260

Florida Incorporators, Inc.

Mark S. Hankins
President

1221 Brickell Avenue, Suite 900
Miami, Florida 33131

EFFECTIVE DATE

11/1/99

December 22, 1998

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

500002721635--2

-12/24/98-01010-004

RE: Prospect Development Corp.

*****78.75 *****78.75

Dear Corporate Specialist:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above-referenced corporation, and funds of \$78.75 representing the filing fee for same.

Please do not hesitate to contact the undersigned if there are any questions or concerns.

Sincerely,

Mark Hankins
President

FILED
98 DEC 24 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-12/29/98

EFFECTIVE DATE
1/1/99

FILED
98 DEC 24 AM 8:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles Of Incorporation
Of
PROSPECT DEVELOPMENT CORP.

THE UNDERSIGNED, ACTING AS INCORPORATOR OF A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is Prospect Development Corp.

SECOND: The period of its duration is perpetual.

THIRD: The date and time of the commencement of the corporate existence shall be January 1, 1999.

FOURTH: The purpose or purposes for which the corporation is organized is to engage in the transaction of any or all lawful business for which the corporation may be incorporated under the provisions of the Florida Business Corporation Act.

FIFTH: The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1,000) SHARES of capital stock, \$.001 par value each.

SIXTH: The number of directors constituting the initial Board of Directors of the corporation is ONE (1) and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until her successor is elected and qualified is:

ROSEMARY G. PRENDERGAST
4190 N. CONCORD DR.
CRYSTAL RIVER, FL 34428

SEVENTH: The name and address of the incorporator is:

MARK HANKINS
501 CALIGULA AVE.
CORAL GABLES, FL 33146

EIGHTH: The name and address of the initial registered agent and the initial registered office is:

FLORIDA INCORPORATORS, INC.
1221 BRICKELL AVE. STE. 900
MIAMI, FL 33131

NINTH: The principal office of the corporation is:

PROSPECT DEVELOPMENT CORP..
4190 N. CONCORD DR.
CRYSTAL RIVER, FL 34428

TENTH: The mailing address of the corporation is:

PROSPECT DEVELOPMENT CORP.
P.O. BOX 700
CRYSTAL RIVER, FL 34423-0700

DATED: December 22, 1998



MARK HANKINS
Incorporator

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent of the corporation.

Florida Incorporators, Inc.



MARK HANKINS, PRESIDENT