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SPOTTSWOOD, SPOTTSWOOD AND SPOTTSWOOD
ATTORNEYS AND COUNSELORS AT LAW
500 FLEMING STREET
POST OFFICE BOX 1900
KEY WEST, FLORIDA 33041-1900

JOHN M. SPOTTSWOOD, JR.
WILLIAM B. SPOTTSWOOD

OF COUNSEL:
JOHN M. SPOTTSWOOD (1920-1975)

TELEPHONE
305 - 294 - 9556
TELECOPIER
305 - 292 - 1962

February 12, 1999

Division of Corporations
Secretary of State
409 E. Gaines Street
Tallahassee, FL 32301

000002775320--1
-02/15/99-01078-014
*****78.75 *****78.75

RE: Prospero Properties, Inc.

Dear Sir:

Enclosed you will find the original and one copy of the Articles of Incorporation on the above referenced for filing with your office. I have also enclosed my check in the amount of \$78.75 as payment for the filing fee and a certified copy of the Articles. If I can be of any further assistance to you concerning this matter, please call me or my secretary, Jo Tickle.

Thanking you for your assistance with this matter, I am,

Sincerely,

Jo Tickle for
JOHN M. SPOTTSWOOD, JR.

FILED
99 FEB 15 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JMSjr/jo

Enclosures

Sent Federal Express

3

*Called 2-16-99
Correct Article (4)
street address of R.A.*

ARTICLES OF INCORPORATION

FILED

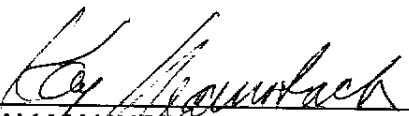
99 FEB 15 AM 9:09

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

- FIRST:** The name of this corporation is: **PROSPERO PROPERTIES, INC.**
- SECOND:** This corporation is organized for the purpose of transacting any and all lawful business for which the corporation may be formed under Chapter 607 of the Florida Statutes.
- THIRD:** This corporation is authorized to issue 1,000 shares of common stock, par value \$1.00 per share.
- FOURTH:** The name and address of the initial registered agent of this corporation is: KAY MAUNSBACH, 1433 Reynolds Street, Key West, FL 33040.
- FIFTH:** The name and address of the initial director is: KAY MAUNSBACH, whose address is 1433 Reynolds Street, Key West, FL 33040. The number of directors may be increased or decreased from time to time as provided in the By-laws but shall never be less than one.
- SIXTH:** The name and address of the incorporator of this corporation is: KAY MAUNSBACH, whose address is 1433 Reynolds Street, Key West, FL 33040.
- SEVENTH:** This corporation shall indemnify its officers, directors, employees and agent to the full extent permitted by law.
- EIGHTH:** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.
- NINTH:** The address of the corporation is 1433 Reynolds Street, Key West, FL 33040.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of February, 1999.

Incorporator:


KAY MAUNSBACH

STATE OF FLORIDA

COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 12 day of February, 1999, by KAY MAUNSBACH who is personally known to me or who has produced _____ as identification.

Jo Polston Tickle
NOTARY PUBLIC



Jo Polston Tickle
MY COMMISSION # CC795600 EXPIRES
December 7, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

Jo Polston Tickle
Printed Name of Notary Public

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appoint as registered agent contained in the foregoing Articles of Incorporation.

Kay Maunsbach
KAY MAUNSBACH