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JOHN D. CASSELS, JR.
LAURA ANN McCALL

LAW OFFICE OF
CASSELS & McCALL

P. O. BOX 968 • 400 NW 2nd STREET • OKEECHOBEE, FL 34973 • TELEPHONE 941-763-3131 • FAX 941-763-1031 • E-MAIL mail@legal-one.com

April 8, 1999

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: PRESCOTT SERVICES, INC.
Our File No: 8714

300002835683--7
-04/12/99--01064--012
*****78.75 *****78.75

Dear Sir/Madam:

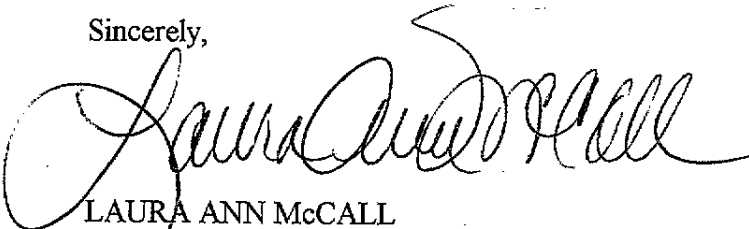
You will find enclosed herewith an *original* executed Articles of Incorporation for PRESCOTT SERVICES, INC. along with a copy of same. Also enclosed is our firms's trust check in the amount of \$78.75 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$8.75
Certificate Designating Resident Agent	\$35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,


LAURA ANN McCALL

LAM/sl
Enclosures: As stated.
cc: James D. Prescott

FILED
99 APR 12 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PRESCOTT SERVICES, INC.**

FILED
99 APR 12 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be PRESCOTT SERVICES, INC.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this Corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State, State of Florida. The duration of the Corporation shall be perpetual.

ARTICLE III. PURPOSE

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
2. To do such other things that are incidental to the foregoing or necessary or desirable

in order to accomplish the foregoing.

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1,000). Such shares shall be of a single class, and shall have \$1.00 par value.

Every shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

ARTICLE V. PRINCIPAL OFFICE

The address of the initial principal office and mailing address of the Corporation is: 12645 NW 18th Street, Okeechobee, Florida 34972. The Board of Directors may from time to time move the office to any other address in the State of Florida and change the registered agent.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the Corporation are two (2), which number may be increased or decreased pursuant to the bylaws of the Corporation. The name and street address of each person appointed to act as Directors until the first annual meeting or until their successors are duly chosen and qualified are as follows:

JAMES D. PRESCOTT

12645 NW 18th Street
Okeechobee, FL 34972

TERESA PRESCOTT

12645 NW 18th Street
Okeechobee, FL 34972

ARTICLE VII. DIRECTORS REMOVAL BY STOCKHOLDERS

The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

ARTICLE VIII. INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. STOCKHOLDERS MEETINGS

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of all of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X. DIRECTORS MEETINGS

A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI. INCORPORATOR

The name and street address of the incorporator is: JAMES D. PRESCOTT, 12645 NW 18th Street, Okeechobee, Florida 34972.

James D. Prescott
JAMES D. PRESCOTT, Incorporator

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 8th day of April, 1999, JAMES D. PRESCOTT designated above as the individual who shall serve as the Corporation's incorporator, () who is personally known to me, or (☒) who has produced FL DL as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing these Articles of Incorporation of PRESCOTT SERVICES, INC..

Jill R. Pitts
Signature of NOTARY PUBLIC

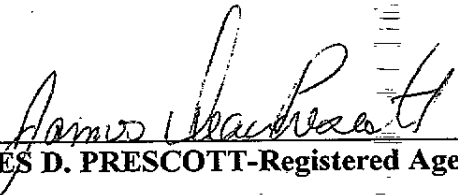
Jill R. Pitts
Printed Name of NOTARY PUBLIC
My commission expires:



Jill R. Pitts
MY COMMISSION # CC732735 EXPIRES
April 12, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

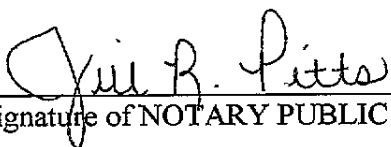
CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

I, JAMES D. PRESCOTT, hereby agree to be the resident agent for **PRESCOTT SERVICES, INC.** and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 12645 NW 18th Street, Okeechobee, Florida 34972. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for PRESCOTT SERVICES, INC.


JAMES D. PRESCOTT-Registered Agent

STATE OF FLORIDA
COUNTY OF OKEECHOBEE

On this 8th day of April, 1999, JAMES D. PRESCOTT designated above as the individual who shall serve as the Corporation's initial registered agent, () who is personally known to me, or (x) who has produced FL DL as identification, personally appeared before me at the time of notarization, and, after being given the oath, acknowledged signing this Consent of Resident Agent for PRESCOTT SERVICES, INC..


Signature of NOTARY PUBLIC

Jill R. Pitts
Printed name of NOTARY PUBLIC
My commission expires:



Jill R. Pitts
MY COMMISSION # CC732735 EXPIRES
April 12, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

FILED
99 APR 12 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA