

P97000012543

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

RE: Co-op Industries, Inc

NAME
FIRM
ADDRESS

PHONE ()

Service: Top Priority Regular
One Day Service Two Day Service

To us via Return via

Matter No.: Express Mail No.

State Fee \$ Our \$

Table with columns: C.C. FEE, DISBURSED. Rows include: Capital Express, Art. of Inc. File, Corp. Record Search, Ltd. Partnership File, Foreign Corp. File, () Cert. Copy(s), Art. of Amend. File, Dissolution/Withdrawal, C U S-, Fictitious Name File.

Table with columns: C.C. FEE, DISBURSED. Rows include: Name Reservation, Annual Report/Reinstatement, Reg. Agent Service, Document Filing.

Table with columns: C.C. FEE, DISBURSED. Rows include: Corporate Kit, Vehicle Search, Driving Record, Document Retrieval.

Table with columns: C.C. FEE, DISBURSED. Rows include: UCC 1 or 3 File, UCC 11 Search, UCC 11 Retrieval, File No.'s, Copies.

Table with columns: C.C. FEE, DISBURSED. Rows include: Courier Service, Shipping/Handling, Phone (), Top Priority, Express Mail Prep., FAX () pgs.

SUBTOTALS

Table with columns: FEE, DISBURSED, SURCHARGE, TAX on corporate supplies, SUBTOTAL, PREPAID, BALANCE DUE.

FILED

97 FEB -7 PM 12:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB -7 1997

RECEIVED
97 FEB -7 AM 10:05
DIVISION OF CORPORATION

Table with columns: REQUEST, TAKEN, CONFIRMED, APPROVED. Rows include: DATE, TIME, BY.

WALK-IN Will Pick Up

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
FOR
CO-OP INDUSTRIES, INC.

FILED
97 FEB -7 PM 12:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, whose names are hereunto subscribed, do hereby execute these Articles of Incorporation for the purpose of organizing a corporation for profit pursuant to the Statutes of the State providing for the formation, liabilities, rights, privileges and immunities of corporations for profit.

ARTICLE I

The name of this corporation shall be CO-OP INDUSTRIES, INC.

ARTICLE II

The principal mailing address and the registered office of said corporation shall be in Hernando County, Florida, which address shall be 5266 Palisade Drive, Spring Hill, Florida 34607, and MARLENE M. CORTEZ is hereby designated as the registered agent for service of process for said corporation at the above address.

ARTICLE III

The general nature of the business and the objects and purposes proposed by said corporation are:

A. To own all or any interest in the operation of a general retail merchandising business, and any allied or related business.

B. To own all or any interest in a given manufacturing and construction business and to operate same. To purchase or otherwise acquire, and to own, develop, sell, mortgage or otherwise dispose of, or deal in real estate, real property, and in all interests and rights therein, including options, without limits of amounts, and to the same extent as natural persons might or could do in the State of Florida, in the United States or in any part of the world.

C. To conduct its business and to have one or more offices and to acquire, hold mortgages, lease and convey real and personal property, or any interest therein, unlimited and without restriction, in any of the states or territories of the United States, or in any foreign place or country, so far as is permitted by the laws thereof.

its authorized business.

E. To buy, or otherwise acquire, any business adapted to be carried on in connection with the corporation's business, or the promotion of business, together with the good will, rights, property and assets of all kinds hereto pertaining. To assume any liabilities of any person, firm or corporation, and to pay the same in cash, stock, debentures or other securities of the corporation.

F. To contract freely with any person, firm or corporation, private or public, and to carry out and to fulfill contracts of every sort and kind, and to purchase, lease or otherwise acquire, any and all rights, privileges and franchise convenient or profitable to carry on in connection with the corporation's purposes or business.

G. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures or other evidence of indebtedness of all kinds and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of same by deposited cash, sinking fund or otherwise.

H. The corporation may utilize and apply its surpluses, earnings or profits authorized by law to be reserved to the purchase or acquisition thereof of its own capital stock from time to time, and in such manner as may be legal and equitable as to other stockholders and upon such terms and conditions as its Board of Directors may determine.

I. To hold, purchase or otherwise acquire, and to sell and assign, transfer, mortgage, pledge or otherwise dispose of shares of capital and securities created or issued by any other corporation, or corporations, and the holder thereof to exercise all of the privileges of ownership, including the right to vote thereon.

J. To own, acquire, construct and operate motels, hotels, apartment houses, duplexes, restaurants, cocktail lounges, dwellings, or other income property, and to deal in the same way as a natural person might do.

K. To acquire, own, construct, maintain and operate a water or sewer

therein designing, constructing, repairing, removing or otherwise engaging in any work upon buildings, roads, highways, manufacturing plants, and all construction work of like nature, and to enter into any contracts with or relating thereto, to lay off, plot, subdivide and in any way improve or develop lands for itself and for others. To create new lands by means of bulkheads and fills, in any public or private waters, whenever the same is authorized by law, and to dredge swamps or overflow lands and create lakes.

N. To have all the rights in any kind of property that an individual might have.

O. To do any and all things on this Certificate of Incorporation set forth as objects, purposes, powers or otherwise to the same extent and as fully as natural persons might do or could do in any part of the world as principals, agents or otherwise.

P. That the powers and objects specified in the Certificate of Incorporation, except where expressly limited herein or by operation of the law, be in no wise limited or restrained by inference from the terms of any clause in any other part of this charter, but the objects and powers specified in each of the clauses of this charter shall be regarded as independent and separate purposes and powers of the corporation.

Q. To have and to exercise any and all such other powers convenient, incident to or necessary in the proper conduct of its business and such as are granted to corporations for profit in the State of Florida, either by the terms of this charter, or by law, in express terms of or by implication, and to amend this charter in accordance with the law whenever the best interest or suitable accomplishment of any of its ends demands that it be done. No recitation or declaration of special powers or purposes herein enumerated shall be exclusive, but all lawful powers now or which may be hereafter conferred under the laws of the State of Florida are hereby included.

ARTICLE IV

This corporation shall be authorized to issue \$5,000.00 in stock as follows:

may be in cash or the equivalent value in property.

ARTICLE VI

The corporation shall have perpetual existence unless dissolved according to law.

ARTICLE VII

The number of directors of this corporation shall be two (2); however, this number may be changed from time to time by lawful amendment of the By-Laws, provided each number shall not be more than nine (9) and less than two (2).

ARTICLE VIII

The names and addresses of the organizers and the first Board of Directors, who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

RUSSELL FEHRENBACHER
53 Centere Street
Freeport, New York 11520

BARBARA FEHRENBACHER
53 Centere Street
Freeport, New York 11520

ARTICLE IX

The number of shares of common stock subscribed to by the said organizer is as follows:

RUSSELL FEHRENBACHER - 500 shares

BARBARA FEHRENBACHER - 500 shares

ARTICLE X

The corporation shall have a lien on all shares of stock in an amount equal to any debts that a stockholder may owe the corporation.

No transfer of stock shall be valid or binding until the transfer has been duly recorded and entered upon the corporate books.

The power to amend the Certificate of Incorporation shall be vested in the Board of Directors, but such amendment shall not become effectual until and unless approved by a majority of the stockholders.

Certificate of Incorporation, and certify that the facts therein stated are true.

WITNESSES:

[Signature]
Elizabeth [Signature]

[Signature]
RUSSELL FEHRENBACHER
[Signature]
BARBARA FEHRENBACHER

STATE OF NEW YORK:

COUNTY OF NASSAU

BEFORE ME, the undersigned authority, personally appeared RUSSELL FEHRENBACHER and BARBARA FEHRENBACHER, his wife, who are personally known, or who provided DRIVER'S LICENSE as identification, and who in my presence, hereunto subscribed their names and signatures to the foregoing Articles of Incorporation for CO-OP INDUSTRIES, INC.

DATED this 24th day of January, 1997.

DENISE GUINN
NOTARY PUBLIC, State of New York
No. 50-4834740
Qualified in Nassau County
Commission Expires April 30, 1997

[Signature]
Notary Public
Typed Name of Notary: _____

My Commission Expires:

April 30, 1997

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said registered office.

[Signature]
MARLENE M. CORTEZ

97 F
SEC
TALL