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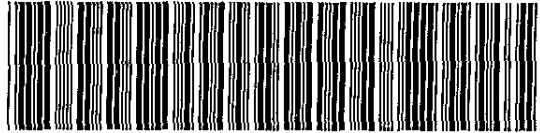
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DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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04 OCT 13 PM 4:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032
REFERENCE : 925045 4385117
AUTHORIZATION : *Patricia Pigato*
COST LIMIT : \$ 78.75

FILED
04 OCT 13 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 13, 2004

ORDER TIME : 11:17 AM

ORDER NO. : 925045-005

CUSTOMER NO: 4385117

CUSTOMER: Ms Jeannie Ha
Gunster, Yoakley & Stewart,
Suite 1400
500 East Broward Blvd.
Ft. Lauderdale, FL 33394

FOREIGN FILINGS

NAME: CO-OP HOLDINGS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman -- EXT# 2908

EXAMINER: _____

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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TALLAHASSEE, FLORIDA

1. CO-OP HOLDINGS, INC.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Nevada

(State or country under the law of which it is incorporated)

3. 88-0378232

(FEI number, if applicable)

4. October 23, 1997

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3993 Howard Hughes Parkway, Suite 100, Las Vegas, NV 89109

(Principal office address)

3993 Howard Hughes Parkway, Suite 100, Las Vegas, NV 89109

(Current mailing address)

8. Transaction of all business lawful under the laws of Florida

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

, Florida 32301

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: 

Jeanine Reynolds
as its agent

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Alfred B. Childs

Address: U.S. Trust Company, N.A., 2001 Ross Ave., Ste. 2700
Dallas, TX 75201

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Ivan S. Farris

Address: 3993 Howard Hughes Parkway, Suite 100
Las Vegas, NV 89109

Vice President: See attached list of Vice Presidents

Address: _____

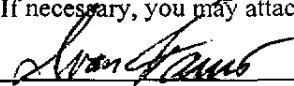
Secretary: Ivan S. Farris

Address: 3993 Howard Hughes Parkway, Suite 100, Las Vegas, NV 89109

Treasurer: Ivan S. Farris

Address: 3993 Howard Hughes Parkway, Suite 100, Las Vegas, NV 89109

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. ✓ 
(Signature of Director or Officer listed in number 12 of the application)

14. Ivan S. Farris, President
(Typed or printed name and capacity of person signing application)

CO-OP HOLDINGS, INC.

Attachment to Application by Foreign Corporation for Authorization to Transact
Business in Florida

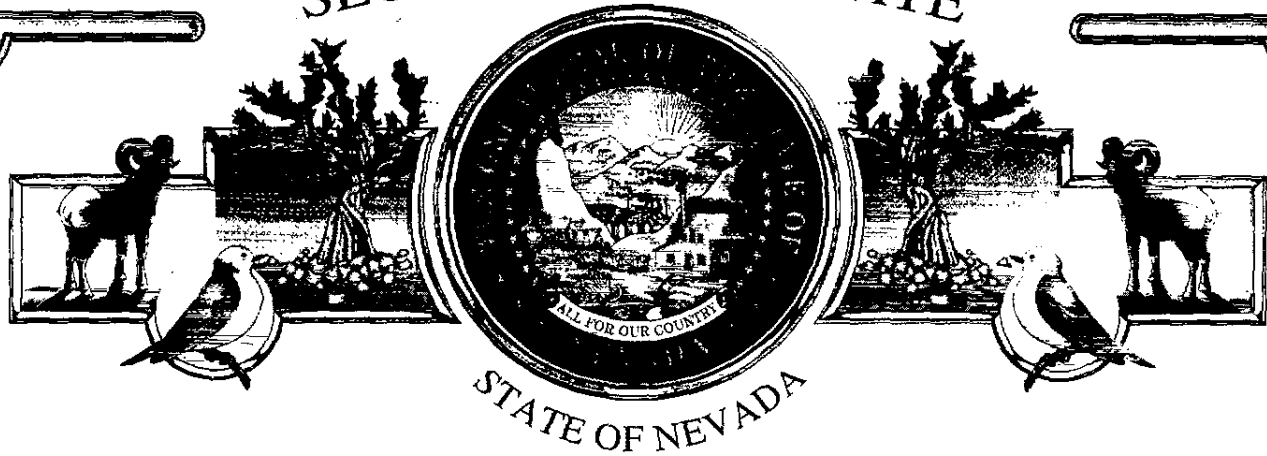
12 A. DIRECTORS

Name	Address
Michael Bear	United States Trust Company of New York 114 W. 47 th Street New York, NY 10036
Donald A. Bressoud	UST Mortgage Company 4601 Touchton Road East Building 300, Suite 3220 Jacksonville, FL 32246
Alfred B. Childs	U.S. Trust Company, N.A. 2001 Ross Avenue, Suite 2700 Dallas, TX 75201
Thomas C. Clark	U.S. Trust Company, N.A. One Pickwick Plaza Greenwich, CT 06830
James V. Dowling	U.S. Trust Company, N.A. 132 Royal Palm Way Palm Beach, FL 33480

12 B. OFFICERS

Name	Office	Address
Alfred B. Childs	Vice President	U.S. Trust Company, N.A. 2001 Ross Avenue, Suite 2700 Dallas, TX 75201
Thomas C. Clark	Vice President	U.S. Trust Company, N.A. One Pickwick Plaza Greenwich, CT 06830
James V. Dowling	Vice President	U.S. Trust Company, N.A. 132 Royal Palm Way Palm Beach, FL 33480

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **CO-OP HOLDINGS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since October 23, 1997, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, on August 30, 2004.



DEAN HELLER
Secretary of State

By

Certification Clerk