

F95000004307

Wells, Water, Seymour and Pease

52 East Bay Street, 15th Floor, Tallahassee, Florida 32399-0000, Telephone (904) 464-6424, Telex 511111 Wells

Writer's Direct Dial Number

(614) 464-6424

W95-17432

August 25, 1995

VIA OVERNIGHT DELIVERY

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

8000001572208
-08/29/95--01062--007
*****70.00 *****70.00

Re: Cooper Leasing Company

Dear Sir or Madam:

Enclosed is the original and one copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for Cooper Leasing Company, together with a check for \$70 to cover the cost of the filing fee. Also enclosed is a Certificate of Existence for Cooper Leasing Company issued by the Delaware Secretary of State. Please file the application, date-stamp the copy and return to me in the self-addressed stamped envelope enclosed for your convenience.

After this application is processed by your office, please send the original to me at the above address. Thank you for your attention to this matter.

Very truly yours,

Joan C. Makley
Joan C. Makley
Paralegal

JCM/mjg
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1995

JOAN C. MAKLEY, PARALEGAL
VORYS SATER SEYMOUR & PEASE
PO BOX 1008
COLUMBUS, OH 43216-1008

SUBJECT: COOPER LEASING COMPANY
Ref. Number: W95000017432

We have received your document for COOPER LEASING COMPANY and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501 or 608.501, F.S., must be set forth in section 6 of the application. If the corporation/limited liability company has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office collects a civil penalty of \$1000 for each year other than the application filing year, that a foreign corporation or limited liability company transacts business in this state without authority along with the past annual report fees due this office.)

Please provide a photocopy of the corrected application if you would like one returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 095A00040249

Vorys, Sater, Seymour and Pease

52 East Bay Street • Post Office Box 9000 • Columbus, Ohio 43260-9000 • Telephone (614) 464-6424 • Telex 241140 • Cable VORSEY

Writer's Direct Dial Number

(614) 464-6424

September 5, 1995

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399
Attention: Lee Rivers

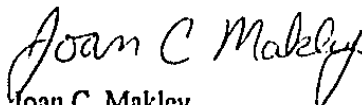
Re: Cooper Leasing Company

Dear Sir or Madam:

Enclosed please find a corrected Application by Foreign Corporation for Authorization to Transact Business in Florida for Cooper Leasing Company, together with a copy of your letter. Please file this application and return the enclosed copy to me with evidence of filing.

Thank you for your attention to this matter.

Very truly yours,



Joan C. Makley
Paralegal

JCM/mjg

Enclosures

**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:

1. Cooper Learning Company
(Name of corporation: the word "INCORPORATED," "COMPANY," or "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. August 11, 1995
(Date of Incorporation)
4. Perpetual
(Duration)
5. 59-3330409
(Federal Employer Identification number, if applicable)
6. Upon Qualification and acceptance of this Application
(Date first transacted business in Florida. See sections 607.1501, 607.1502, and 817.155, F.S.)
7. 226-5 Solona Road, Suite 131, Ponte Vedra Beach, Florida 32082
(Current mailing address)
8. Own and lease real estate, vehicles, trucks, trailers and tractors
(Brief description of the nature of the business in which it is engaged in the state of Florida)
9. Names and addresses of officers and or directors:
 - A. **Directors:**
Chairman: None
Address: _____

Vice Chairman: None
Address: _____

Director: John Powell
Address: 621 Surf Villas, Ponte Vedra Beach, Florida 32082

Director: _____
Address: _____

B. Officers:

President: John Powell

Address: 621 Surf Villas, Ponte Vedra Beach, Florida 32082

Vice President: _____

Address: _____

Secretary: Brett Jaffe

Address: 2826 Stratford Drive, Columbus, Ohio 43220

Treasurer: John Powell

Address: 621 Surf Villas, Ponte Vedra Beach, Florida 32082

(If needed, you may attach an addendum to the application listing additional officers and/or directors.)

10. Name and Street address of Florida registered agent:

Name: John Powell

Office Address: 621 Surf Villas

Ponte Vedra Beach

, Florida 32082

Zip Code

11. 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.

Registered agent's signature:

John Powell
(Officer)

John Powell, President

(Type Name and Title of Officer)

12. 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.

13. John Powell
(Signature of Chairman, Vice Chairman, or any officer listed in number 9 of the application)

14. John Powell, President

(Name and capacity of person signing application)

State of Delaware
Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COOPER LEASING COMPANY" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF AUGUST, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.




Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

7614791

08-21-95