

F96000005648

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: The Cooper Factor Inc.  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Harris Cooper 600001980946--0  
(Name of Person) 10/18/96--01112--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

The Cooper Factor, Inc.  
(Firm/Company) 2605 6596-22329

1107 Hazeltine Blvd, #475  
(Address)

Chaska, MN 55318  
(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 OCT 31 AM 11:41

FILED

2/10/97

Should you need to call someone concerning this matter, please call:

Harris Cooper at ( 941 ) 592-6848  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Morthum**  
Secretary of State

October 21, 1996

**HARRIS COOPER**  
**THE COOPER FACTOR, INC.**  
**1107 HAZELTIME BLVD #474**  
**CHASKA, MS 55318**

**SUBJECT: THE COOPER FACTOR, INC.**  
**Ref. Number: W96000022329**

We have received your document for THE COOPER FACTOR, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6094.

Doug Dickinson  
Document Specialist

Letter Number: 696A00048404

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**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. The Cooper Factor, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. Minnesota  
(State or country under the law of which it is incorporated)
3. 41-1647468  
(FEI number, if applicable)
4. 6-13-89  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Due to commence November-1, 1990  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. Harris Cooper - The Cooper Factor, Inc.  
1107 Hazeltine Blvd #475, Chaska, MN 55318  
(Current mailing address)
8. Business consulting  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)  
Name: Harris Cooper  
Office Address: 9051 Gulfshore Drive  
Naples, Florida, 34108  
(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.

Harris Cooper  
(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 addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Harris Cooper

Address: 1107 Hazeltine Blvd #475  
Chaska, MN 55318

Vice Chairman: Patrice D. Cooper

Address: 9325 Olympia Drive  
Eden Prairie MN 55347

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Harris Cooper

Address: same as above

Vice President: Patrice D. Cooper

Address: same as above

Secretary: Patrice D. Cooper

Address: same as above

Treasurer: Harris Cooper

Address: same as above

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

13. Harris Cooper, President  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Harris Cooper, President  
(Typed or printed name and capacity of person signing application)

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95 OCT 31 4:11:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Minnesota

**SECRETARY OF STATE**

FILED

96 OCT 31 AM 11:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Certificate of Good Standing

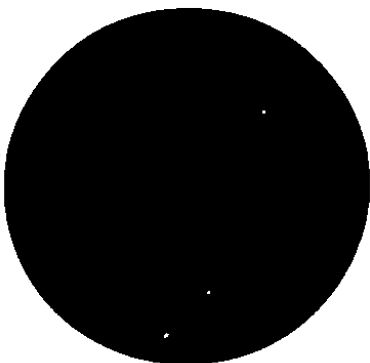
I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: The Cooper Factor, Inc.

Date Formed: 06/13/1989

Chapter Governed By: 302A

This certificate has been issued on 10/14/96.



*Joan Anderson Grove*  
Secretary of State.