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FILED  
00 MAR 27 AM 10:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Admitted to practice law in Florida, New York, and New Jersey*

March 23, 2000

Dept. of State  
Div. of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-03/27/00--01111--004  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Copeland Industries, Inc.  
Our # 988

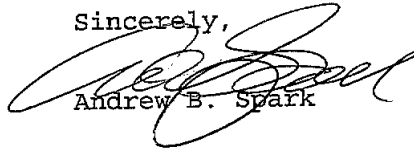
RETROACTIVE DATE  
03-21-00

To whom it may concern:

Enclosed are the Articles of Incorporation and Certification of Designation for the above-referenced corporation to be formed, as well as a check for \$70.00. Please make the filing date retroactive to March 21, 2000.

Thank you.

Sincerely,

  
Andrew B. Spark

encl.

T. Burch MAR 31 2000

ARTICLES OF INCORPORATION  
OF  
COPELAND INDUSTRIES, INC.

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ARTICLE I - NAME

The name of the corporation is COPELAND INDUSTRIES, INC..

ARTICLE II - PRINCIPAL OFFICE

EFFECTIVE DATE

03-21-00

The principal place of business and mailing address of this corporation shall be 2630 Club Mar Dr., Ste. 3I, Sarasota, FL, 34237.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having zero (0) par value.

ARTICLE IV - REGISTERED AGENT

The name and street address of the Registered Agent of these Articles of Incorporation is as follows: Clifton Copeland, 2630 Club Mar Dr., Ste. 3I, Sarasota, FL, 34237.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation is as follows: Clifton Copeland, 2630 Club Mar Dr., Ste. 3I, Sarasota, FL, 34237.

#### ARTICLE VI - PRE-EMPTIVE RIGHTS

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

#### ARTICLE VII -EXISTENCE

The Corporation shall commence on March 21, 2000, and shall have perpetual existence.

#### ARTICLE VIII - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended

#### ARTICLE IX - INITIAL BOARD OF DIRECTORS

This Corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be increased or decreased from time to time by the By-Laws; however, there shall never be less than one Director. The names and address of the initial Director of the Corporation is Clifton Copeland, 2630 Club Mar Dr., Ste. 3I, Sarasota, FL, 34237.

ARTICLE X - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director or any former Officer or Director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any Amendment hereto, by a majority vote of the Board of Directors. Any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII - LIMITED LIABILITY

Shareholders shall not be personally liable for acts of the corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 23<sup>rd</sup> day of March, 2000.

  
CLINTON COPELAND, INCORPORATOR

CERTIFICATE DESIGNATING REGISTERED AGENT AND DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED


In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that COPELAND INDUSTRIES, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2630 Club Mar Dr., Ste. 3I, Sarasota, FL, 34237, has named Clifton Copeland, 2630 Club Mar Dr., Ste. 3I, Sarasota, FL, 34237, as its agent to accept service of process within Florida.

Dated this 23<sup>rd</sup> day of March, 2000.

  
CLIFTON COPELAND, DIRECTOR

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
CLIFTON COPELAND, Registered Agent

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