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ATTORNEY AT LAW

214-A NORTH THIRD STREET
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REPLY TO:
POST OFFICE BOX 491635
LEESBURG, FLORIDA 34749-1635

August 20, 2001

EFFECTIVE DATE

9/1/01

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-08/22/01--01046--018

*****78.75 *****78.75

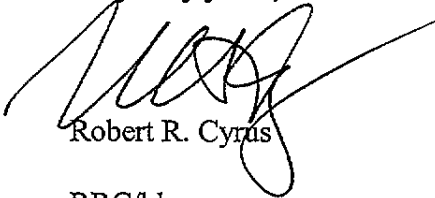
Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

Re: **JIM COOPER CONSULTING, INC.**

Dear Sir:

Enclosed please find proposed Articles of Incorporation, in duplicate, for the above-referenced corporation. Also enclosed is my check in the amount of \$78.75 to cover cost of filing fee and the return of one certified copy to me at the above address.

Very truly yours,



Robert R. Cyrus

RRC/bl
Enclosures

FILED
01 AUG 22 PM 12:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK AUG 23 2001

(5)

**ARTICLES OF INCORPORATION
OF
JIM COOPER CONSULTING, INC.**

FILED
01 AUG 22 PM 12:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
9/1/01

ARTICLE I. NAME

The name of this corporation is **JIM COOPER CONSULTING, INC.** The principal place of business is 1014 W. Dixie Avenue, Leesburg, Florida, 34748, and the mailing address is the same

ARTICLE II. DURATION

This corporation shall begin its existence September 1, 2001.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue is SEVEN THOUSAND FIVE HUNDRED (7500) Shares, par value ONE DOLLAR (\$1.00) per share, all of which shall be Common Shares.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as can be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 214-A North Third Street, Leesburg, Florida, 34748, and the name of the initial registered agent of this corporation at that address is **Robert R. Cyrus**.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than two (2). The names and addresses of the initial directors of this corporation are:

NAME

JAMES F. COOPER

ADDRESS

**26329 Glen Eagle Dr.
Leesburg, FL 34748**

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME
JAMES F. COOPER

ADDRESS
26329 Glen Eagle Dr.
Leesburg, FL 34748

ARTICLE IX. INDEMNIFICATION

The corporation shall indemnify any officer, director, agent or employee or any former officer, director, agent or employee to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 20 day of AUGUST, 2001.


JAMES F. COOPER

STATE OF FLORIDA

COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 20th day of August, 2001, by **JAMES F. COOPER**, Incorporator to these Articles of Incorporation.



Betty Locke
BETTY LOCKE

Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent, I hereby accept the duties and obligations of Section 607.325, Florida Statutes.

Robert R. Cyrus
ROBERT R. CYRUS