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BRINKLEY, McNERNEY, MORGAN, SOLOMON & TATUM, LLP

ATTORNEYS AT LAW

SUITE 1900

NEW RIVER CENTER

200 EAST LAS OLAS BOULEVARD

FORT LAUDERDALE, FLORIDA 33301-2209

W. MICHAEL BRINKLEY  
KEVIN P. CROSBY \*\*  
KENNETH E. KEECHL  
DONALD J. LUNNY, JR. °  
MICHAEL J. McNERNEY +  
PHILIP J. MORGAN \*  
HARRIS K. SOLOMON +  
ROBERTA G. STANLEY ++  
THOMAS R. TATUM  
STEPHEN L. ZIEGLER

TELEPHONE (954) 522-2200

FACSIMILE (954) 522-9123

e-mail: lawfirm@brinkleymcnerney.com

MAILING ADDRESS:

POST OFFICE BOX 522

FORT LAUDERDALE, FLORIDA 33302-0522

JOHN R. TATUM  
(1926-1995)

SCOTT P. CHITOFF  
LOUIS R. GIGLIOTTI  
KENNETH A. GORDON  
DAVID F. HANLEY  
KENNETH J. JOYCE  
JEFFREY S. KURTZ  
JOHN N. LAMBROS  
MARK A. LEVY  
JULIETTE E. LIPPMAN  
JONATHAN M. STREISFELD  
VERONICA VILARCHAO

+ BOARD CERTIFIED BUSINESS LITIGATION LAWYER  
\* BOARD CERTIFIED REAL ESTATE LAWYER  
++ BOARD CERTIFIED MARITAL AND FAMILY LAWYER  
\*\* REGISTERED PATENT ATTORNEY  
° BOARD CERTIFIED CITY, COUNTY &  
LOCAL GOVERNMENT LAWYER

October 11, 2001

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*Via Federal Express*

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
409 E. GAINES STREET  
TALLAHASSEE, FL 32399

EFFICIENT  
10-10-01

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
01 OCT 12 PM 1:36

Re: Copus Management, Inc.

Dear Sir or Madam:

Please find enclosed an original and a photocopy of the Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$78.75, representing payment of the filing fee. Please file the original Articles and mail a certified copy of same to me in the envelope provided.

Thank you for your assistance with this matter.

Very truly yours,

David F. Hanley

DAVID F. HANLEY

DFH:dh

Enclosures

cc: Copus Management, Inc.

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10-10-01

OCT 15 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**COPUS MANAGEMENT, INC.**

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**NAME**

The name of this corporation is Copus Management, Inc.

**ARTICLE II**  
**EFFECTIVE DATE AND DURATION**

The effective date of this corporation shall be October 10, 2001, and the duration of this corporation is perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV**  
**STOCK**

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

EFFECTIVE DATE  
10-10-01

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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ARTICLE V  
AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, from time to time, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class or series of other securities, whether now or hereafter authorized, such rights or options to be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which, the time or times, which may be limited or unlimited in duration, at or within which, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

ARTICLE VI  
AMENDMENT

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

ARTICLE VII  
PRINCIPAL PLACE OF BUSINESS,  
INITIAL OFFICE AND AGENT

The street address of this corporation's initial registered office in Florida is 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, FL 33301-2209, and the name of its initial registered agent at that address is W. Michael Brinkley.

The principal place of business shall be 2000 S. Ocean Drive, Penthouse I, Fort Lauderdale, Florida 33316-1416.

## ARTICLE VIII DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of persons who are to serve as directors until the first annual meeting of shareholders, or until their successors are elected and qualified, as appointed by the Incorporator of the Corporation, are:

<u>Name</u>	<u>Address</u>
William Perry Copus	2000 S. Ocean Drive, Penthouse I Fort Lauderdale, Florida 33316-1416
Sally Ann Copus	2000 S. Ocean Drive, Penthouse I Fort Lauderdale, Florida 33316-1416

## ARTICLE IX INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
W. Michael Brinkley	200 Las Olas Boulevard, Suite #1900 Fort Lauderdale, FL 33301-2209

## ARTICLE X COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest

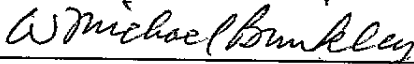
in disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relation-ship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

## ARTICLE XI BYLAWS


The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

DATED THIS 11<sup>th</sup> day of October, 2001.

  
W. Michael Brinkley, Incorporator

STATE OF FLORIDA                     )  
COUNTY OF BROWARD             )

The foregoing instrument was acknowledged before me this 11th day of October, 2001, by W. Michael Brinkley, who is personally known to me, and who did not take an oath, and who acknowledged before me that he executed the same as his free and voluntary act for the uses and purposes therein set forth.

  
Vivian J. Fiacos  
Notary Public - State of Florida



Vivian J. Fiacos  
My Commission DD054250  
Expires November 14, 2005

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED

In compliance with the Florida Statutes, the following is submitted:

Copus Management, Inc., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named W. Michael Brinkley, located at 200 East Las Olas Boulevard, Suite #1900, Fort Lauderdale, Florida 33301-2209, as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

DATED: October 11, 2001

  
W. Michael Brinkley, Registered Agent

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