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**Florida Department of State  
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**To:**  
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**From:**  
Account Name : CORPORATION SERVICE COMPANY / **DAS**  
Account Number : I20000000195  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**COOPER NY, INC.**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
COOPER NY, INC.**

**ARTICLE I  
NAME**

The name of this corporation shall be:

**COOPER NY, INC.**

**ARTICLE II  
DURATION**

This corporation shall commence its existence upon the filing of these Articles and the duration of this corporation is perpetual.

**ARTICLE III  
PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of one cent (\$0.01) par value common stock, which shall be designated "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 at the price at which it is offered to others.

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**ARTICLE VI  
PRINCIPAL OFFICE OF BUSINESS**

The principal place of business of this corporation is: 14411 S. Dixie Highway, Suite 210, Miami, Florida 33176.

**ARTICLE VII  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021, and the name of the initial registered agent is JEFFREY S. BENJAMIN.

**ARTICLE VIII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) Director initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of the initial Director is:

<u>Director's Name</u>	<u>Director's Address</u>
TODD L. RAUCHWERGER	14411 S. Dixie Highway Suite 210 Miami, Florida 33176

**ARTICLE IX  
INCORPORATOR**

The name and address of the person signing these Articles as Incorporator is JEFFREY S. BENJAMIN, 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021. The Incorporator shall not be liable, in any form or fashion, for any acts or omissions of the Corporation.

**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

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**ARTICLE XI  
AMENDMENTS**

This Corporation reserves the right to amend or repeal any provision 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 has executed these Articles of Incorporation this 20th day of March, 2002.



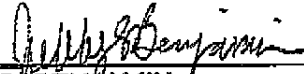
\_\_\_\_\_  
JEFFREY S. BENJAMIN, Sole Incorporator

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**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED AS REGISTERED AGENT OF THE CORPORATION NAMED ABOVE, THE UNDERSIGNED DOES HEREBY ACCEPT SUCH APPOINTMENT AND DOES HEREBY AGREE TO DO ALL THINGS NECESSARY IN ORDER TO CARRY OUT ANY AND ALL DUTIES REQUIRED OF SUCH POSITION.

DATED THIS 20TH DAY OF MARCH, 2002.



JEFFREY S. BENJAMIN

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