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Transmittal Letter

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/31/02--01027--008
*****70.00 *****70.00

SUBJECT: Cooper Homes Group, Inc.
(Proposed Corporate Name)

Enclosed please find an original plus one additional copy of the articles of incorporation for the above named corporation. The check enclosed in the amount of \$70.00 is for the following:

Filing fee	\$ 35.00
Designation of Registered Agent	35.00
Total amount enclosed	<u>\$ 70.00</u>

FROM: Cooper Homes Group, Inc.
9020 Rancho Del Rio Drive
Suite 101
New Port Richey, FL 34655

FILED
2002 MAY 31 AM 10:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

✓
6/3/02

ARTICLES OF INCORPORATION

OF

COOPER HOMES GROUP, INC

FILED

2002 MAY 31 AM 10:38

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

Article I - Name

The name of this corporation is Cooper Homes Group, Inc.

Article II - Principal Place of Business

The principal place of business of this corporation is 9020 Rancho Del Rio Drive, Suite 101, New Port Richey, FL 34655. The Board of Directors may from time to time move the principal office to any other address in Florida and may establish branch and other offices within the State of Florida.

Article III - Duration

The corporation shall exist for a perpetual period unless dissolved according to law.

Article IV - Purpose

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article V - Capital Stock

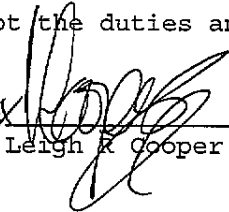
This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock. The stock of the corporation shall be issued for such consideration as may be determined by the Board of Directors.

Article VI - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9020 Rancho Del Rio Drive, Suite 101, New Port Richey, FL 34655, and the name of the initial registered agent of this corporation at that address is Leigh R. Cooper.

Registered Agent's Acceptance:

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

By: 
Leigh R. Cooper

Article VII - Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial director is:

Leigh R. Cooper - 9020 Rancho Del Rio Drive
Suite 101
New Port Richey, FL 34655

Article VIII - Subscriber

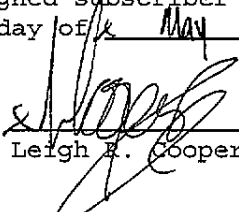
The name and address of the person signing these articles is:

Leigh R. Cooper - 9020 Rancho Del Rio Drive
Suite 101
New Port Richey, FL 34655

Article IX - Bylaws

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 28th day of May, 2002.


Leigh R. Cooper, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

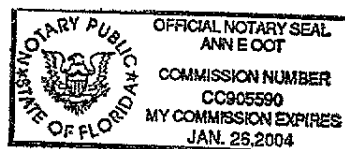
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Leigh R. Cooper, known to me and known by me to be the person who executed the foregoing articles of incorporation, and he acknowledged before me that he executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 28th day of May, 2002.


Notary Public

Ann E. Oot

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA