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**Renaissance Tax &
Business Services, Inc.**
Renaissance Payroll Alliance

- Accounting for Business & Professionals
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

of

Cooke Contracting, Inc.

The undersigned incorporators of these Articles of **Cooke Contracting, Inc.**, each a natural person competent to contract, associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is **Cooke Contracting, Inc.**

ARTICLE II

CORPORATE PURPOSES: The corporate purposes are:

To engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. To market, sell, and contract the sale of construction contracting services and related products, and, further, to market, sell and contract the sale of computer software and related services and products. Services and products are sold to contractors, public utilities, businesses, government agencies, private individuals, corporations or other types of business organizations.

To conduct a construction contracting business and a computer software business, selling these services to others and to manage, negotiate, sign contracts or to carry on any lawful activity necessary to carry out the business of painting contracting.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute any instruments, transfers of corporate property, or other instruments as are necessary to secure the payment of corporate indebtedness.

To purchase the corporate assets of any other corporation, and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other State or Government, and while owner of such stock or instrument to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To purchase, manufacture, or otherwise to acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance surety, express, railroad, canal, telegraph, telephone, cemetery, professional engineering and survey company, a building and loan association, fraternal benefit society or exposition.

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ARTICLE III

CAPITAL STOCK: The shares of stock of this corporation shall consist of only one class. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand(1000) shares of Common Stock having One Dollar (\$1.00) par value.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business will not be less than One Hundred Dollars (\$100.00).

ARTICLE V

TERM OF EXISTENCE: This corporation is to exist perpetually unless dissolved according to law.

ARTICLE VI

ADDRESS: The initial address of the principal office of this corporation in the State of Florida is:

205 Margaret Drive, Nokomis, FL 34275

The initial registered office and registered agent shall be
Renaissance Tax & Business Services, Inc., 5348 Drew Rd., Venice, FL 34293
The board of Directors may from time to time move the registered
office to any other address in Florida.

ARTICLE VII

DIRECTORS: This corporation shall have two Directors initially. The number of Directors may be modified from time to time by the by-laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTORS: The names and street addresses of the members of the first Board of Directors, who shall hold office the first year of the corporation's existence or until their successors are elected are:

Matthew T. Cooke, 205 Margaret Dr., Nokomis, FL 34295

Nicholas M. Cooke, 205 Margaret Dr., Nokomis, FL 34275

ARTICLE IX


INCORPORATORS: The names and street addresses of the incorporators to these Articles of Incorporation are as follows:

Matthew T. Cooke, 205 Margaret Dr., Nokomis, FL 34275

ARTICLE X

These Articles of Incorporation may be amended by Resolution adopted by the Board of Directors, proposed by them to a meeting of the Shareholders and approved by a majority of the stock entitled to vote thereon.

INCORPORATORS



CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the Undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **Cooke Contracting, Inc.**
2. The name and address of the registered agent and office is:

Renaissance Tax & Business Services, Inc., 5348 Drew Rd., Venice, FL 34293


Corporate officer

Cooke Contracting, Inc.

Title President

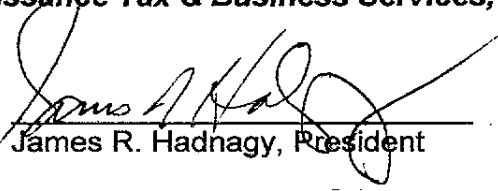
Date 11-22-02

REGISTERED AGENT

Having been named registered agent to accept service of process for the above stated Corporation at registered office designated in the Articles, I hereby accept such designation and agree to serve as Registered Agent.

Renaissance Tax & Business Services, Inc.

Registered Agent


James R. Hadnagy, President

Date 11-22-02

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