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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 JAN 21 AM 8:58

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Andrew  
ATTORNEY AT LAW  
Epstein

January 16, 2004

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

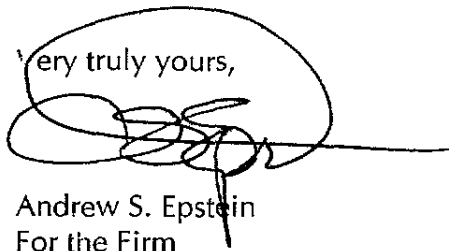
RE: Copa Investment Group, Inc.

Ladies and Gentlemen:

Please find enclosed the Articles of Incorporation for **COPA INVESTMENT GROUP, INC.**, along with a check in the amount of \$70.00 made payable to the Secretary of State for the filing fee and designation of registered agent.

Also enclosed is a photocopy of the Articles. Please return the copy to me with the filing date stamped on it. If you have any questions or comments, please do not hesitate to contact me. I am,

Very truly yours,



Andrew S. Epstein  
For the Firm

ASE/  
Enclosure

**ARTICLES OF INCORPORATION  
of  
COPA INVESTMENT GROUP, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is COPA INVESTMENT GROUP, INC.

**ARTICLE II  
INITIAL PRINCIPAL OFFICE**

The mailing address of the corporation's initial principal office is:

Post Office Box 4091  
Fort Myers Beach, Florida 33932-4091

**ARTICLE III  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares with a par value of \$1.00 per share.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Andrew S. Epstein, Esquire  
Andrew S. Epstein, P.A.  
2120 McGreogr Boulevard  
Lee County  
Fort Myers, Florida 33901

**ARTICLE V  
PURPOSE**

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TALLAHASSEE, FLORIDA

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state and specifically for the purpose of real estate and property investments, rentals and resales.

## **ARTICLE VI DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Debra Kormos  
P.O. Box 4091  
Fort Myers Beach, Florida 33932-4091

James Kormos  
P.O. Box 4091  
Fort Myers Beach, Florida 33932-4091

Anthony Rajterowski  
P.O. Box 4091  
Fort Myers Beach, Florida 33932-4091

Carol Rajterowski  
P.O. Box 4091  
Fort Myers Beach, Florida 33932-4091

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

## **ARTICLE VII LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## ARTICLE VIII OTHER PROVISIONS

*Preemptive Rights.* The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

*Director or Officer Interest.* In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

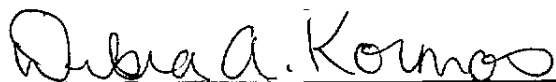
*Stock Transfer Restriction.* No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

*Corporate Seal.* The corporation shall have no corporate seal.

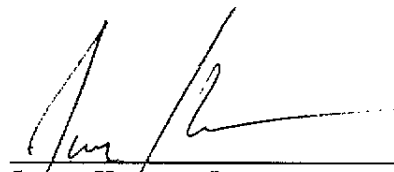
*Execution of Written Instruments.* All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



Debra Kormos, Incorporator  
P.O. Box 4091  
Fort Myers Beach, Florida 33932-4091



James Kormos, Incorporator

P.O. Box 4091

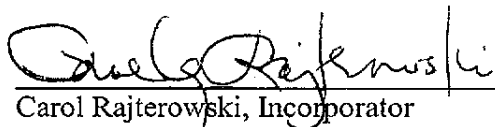
Fort Myers Beach, Florida 33932-4091



Anthony Rajterowski, Incorporator

P.O. Box 4091

Fort Myers Beach, Florida 33932-4091



Carol Rajterowski, Incorporator

P.O. Box 4091

Fort Myers Beach, Florida 33932-4091

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND  
REGISTERED OFFICE**

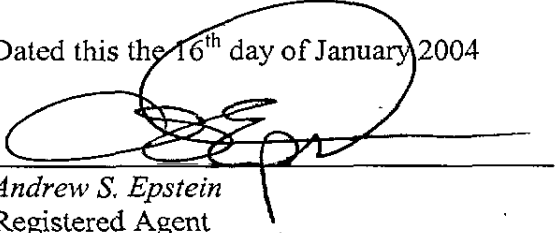
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent in the State of Florida:

1. The name of the corporation is ***COPA INVESTMENT GROUP, INC.***
2. The name and address of the registered agent and address for the registered agent is:

**Andrew S. Epstein  
Andrew S. Epstein, P.A.  
2120 McGregor Boulevard  
Fort Myers, Florida 33901  
(239) 791-5297**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this the 16<sup>th</sup> day of January 2004

  
\_\_\_\_\_  
*Andrew S. Epstein*  
Registered Agent