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(Requestor's Name)

(Address)

(Address)

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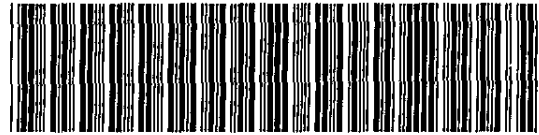
(Business Entity Name)

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12/03/04 -- 01040- 017 **78.75

STATE
TALLAHASSEE FLORIDA
2004 DEC -3 PM 1:39

STATE
TALLAHASSEE FLORIDA
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gr 12/16/04

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/3/04

REF. #: 0204.32429

CORP. NAME: LAW OFFICE OF THAXTER A. COOPER, P.A.

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 6535 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

ARTICLES OF INCORPORATION
OF
LAW OFFICE OF THAXTER A. COOPER, P.A.

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STATE
TALLAHASSEE FLORIDA

The undersigned incorporator hereby executes these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be:

LAW OFFICE OF THAXTER A. COOPER, P.A.

ARTICLE 2

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

442 W. Kennedy Blvd.
Suite 280
Tampa, FL 33606

ARTICLE 3

Capital Stock

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 1,000,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by

the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE 4

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2909 Bay to Bay Blvd., Suite 309, Tampa, Florida 33629, and the initial registered agent of this corporation at such office shall be Thomas P. McNamara. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE 5

Board of Directors

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE 6

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until her successor has been duly elected and qualify. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
Thaxter A. Cooper	442 W. Kennedy Blvd., Ste. 280 Tampa, FL 33606

ARTICLE 7

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Thomas P. McNamara	2909 Bay to Bay Boulevard Suite 309 Tampa, Florida 33629

ARTICLE 8

Purposes and Duration

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

1. to engage solely and specifically in the business of carrying on the general practice of law;
2. to invest in real estate, mortgages, stocks, bonds or any other type of investments; and
3. to own real and personal property necessary for the rendering of the above professional services; and
4. in general, to have and exercise all powers conferred by the laws of Florida upon professional service corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

This corporation shall have perpetual existence.

ARTICLE 9

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

ARTICLE 10

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter

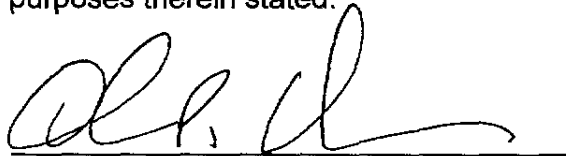
prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE 11

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.


THOMAS P. MCNAMARA

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Thomas P. McNamara, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 2 day of December, 2004.


THOMAS P. MCNAMARA

cooper/docs\aoi

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