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FLORIDA PROFIT/NON PROFIT CORPORATION

Cohen Investment Management, Inc.

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ARTICLES OF INCORPORATION

OF

COHEN INVESTMENT MANAGEMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

Cohen Investment Management, Inc.

Article 2. Mailing Address. The mailing address of the Corporation is:

2750 Stickney Point Road, Suite 107
Sarasota, FL 34231

Article 3. Officers. The Officers of the Corporation will be as follows:

Michael A. Cohen - President, Secretary and Treasurer

Article 4. Duration. The duration of the Corporation is perpetual.

Article 5. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

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B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 6. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have \$0.10 par value.

Article 7. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 2750 Stickney Point Road, Suite 107, Sarasota, Florida 34231, and the name of its initial Registered Agent at that address is MICHAEL A. COHEN.

Article 8. Incorporator. The name and address of the Incorporator is as follows:

W. LEE MCGINNESS	1800 Second Street, Suite 971
	Sarasota, Florida 34236

Article 9. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 10. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 11. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is January 1, 2008.

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IN WITNESS WHEREOF, the undersigned Incorporator has signed these Articles of Incorporation on this 18th day of Dec., 2007.



W. LEE MCGINNESS
Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of COHEN INVESTMENT MANAGEMENT, INC., which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 18th day of Dec., 2007.



MICHAEL A. COHEN
Registered Agent

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