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TALLAHASSEE, FLORIDA

May 24, 1995

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Division of Corporations
Attention: Ms. Brenda Baker
P.O. Box 6327
Tallahassee, Florida 32314

RE: Our Client : Jay Calvert Cooper, P.A.

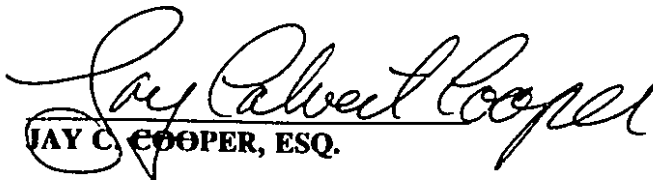
Dear Sir/Madam:

Enclosed please find the original and two copies of the Articles of Incorporation for our above-captioned client. Also, please find our filing fee of One Hundred Twenty-Two and 50/100 (\$122.50) Dollars.

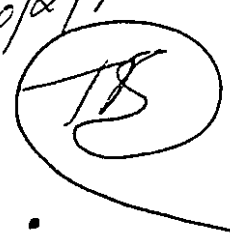
Please forward our office a certified copy of the Articles of Incorporation.

Thank you for your cooperation and attention to this matter.

Very truly yours,


JAY C. COOPER, ESQ.

PKS/gmt
Enclosure(s)

6/2/95


Please reply to:
931 Altadena Drive
Ft Myers FL 33919

**ARTICLES OF INCORPORATION
OF**

JAY CALVERT COOPER, P.A.

The undersigned subscribers to these Articles of Incorporation, are natural persons competent to contract, and hereby form a corporation under the laws of the State of Florida.

FILED
95 MAY 26 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be : **JAY CALVERT COOPER, P.A.**

ARTICLE II - PURPOSE

The Corporation intends to conduct business as an attorney admitted to practice law in the State of Florida and a Subchapter S Corporation for all lawful purposes permitted under the law.

ARTICLE III - SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time shall be 100 shares of common stock having a par value of \$1.00 (one dollar) per share.

ARTICLE IV - CAPITAL

The amount of capital with which the corporation will begin business shall be **\$100.00.**

ARTICLE V - DIRECTORS

The names and post office addresses of the initial Board of Directors are as follows:

1. **JAY CALVERT COOPER
931 ALTADENA DRIVE
FT. MYERS, FL 33919**

ARTICLE VI - OFFICE

The principal office of this corporation will be:

**931 ALTADENA DRIVE
FT. MYERS, FL 33919**

ARTICLE VII - REGISTERED AGENT

The registered agent for the corporation shall be **BONNIE COOPER** and the registered office of the corporation shall be located at 931 Altadena Drive, Ft. Myers, Florida 33919.

ARTICLE VIII - SUBSCRIBERS

The names and addresses of the subscribers to the Articles of Incorporation and the amount of stock that they agree to take are as follows:

1. **JAY CALVERT COOPER** **100 Shares**
931 ALTADENA DRIVE
FT. MYERS, FL 33919

ARTICLE IX - OFFICERS

The names and addresses of the initial officers of the corporation are as follows:

1. **JAY CALVERT COOPER** **PRESIDENT/TREASURER**
931 ALTADENA DRIVE
FT. MYERS, FL 33919

ARTICLE X - AMENDMENTS

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' Meeting by a majority of the shareholders entitled to vote thereon, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in and is hereby reserved to the shareholders.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation this 24th day of MAY, 1995.


JAY CALVERT COOPER
President/Treasurer

STATE OF FLORIDA)

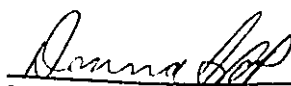
)SS:

COUNTY OF ~~DADE~~)

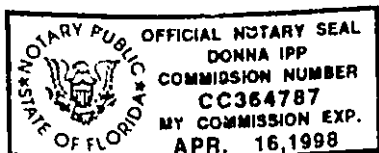
LEE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take acknowledgments, personally appeared **JAY CALVERT COOPER**, to me known to be the person(s) described as the subscriber in, and who executed the foregoing, Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 24th day of May, 1995.


NOTARY PUBLIC
Donna IPP

MY COMMISSION EXPIRES:



**CERTIFICATE DESIGNATING
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 Agent/Registered Office, in the State of Florida.

1. The name of the corporation is: **JAY CALVERT COOPER, P.A.**
2. The name and address of the Registered Agent and Offices —
BONNIE COOPER, 931 Altadena Drive, Ft. Myers, Florida 33919.

Dated: May 24, 1995

having been named to accept service of process for the above-named stated corporation, at the place designated in this certificate and hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, I accept the duties and obligations of Section 607.325 Florida Statute.

Bonnie Cooper
BONNIE COOPER

Dated: 5/24/95