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LAW OFFICE OF
Orwin R. Beilly, P.A.

CITIZENS BUILDING SUITE 705
 105 SOUTH NARCISSUS AVENUE
 WEST PALM BEACH, FLORIDA 33401

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Vogel Cooper, Inc. 200002025882--6
(Corporation Name) (Document #) -12/11/96-01042--019
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<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Renewal
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

[Handwritten Signature]

Examiner's Initials

ARTICLES OF INCORPORATION
OF
VOGEL COOPER, INC.

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ARTICLE I - NAME

The name of the corporation shall be:
VOGEL COOPER, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3564 S. MILITARY TRAIL, WEST PALM BEACH, FLORIDA 33463.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 7,500 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: OLRIN R. BELLIN, 105 S. Narcissus Ave., Ste. 705, West Palm Beach, FL 33401.

ARTICLE V - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

<u>NAME</u>	<u>Address</u>
HOWARD VOGEL	3564 S. MILITARY TRAIL WEST PALM BEACH, FL 33463

The undersigned has(have) executed these Articles of Incorporation this 9th day of December, 1996.


Signature/Title DRES

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist one (1) member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one (1) nor more than four (4). The names and addresses of the director(s) constituting the initial Board of Directors are:

<u>Name</u>	<u>Address</u>
HOWARD VOGEL	3564 S.MILITARY TRAIL WEST PALM BEACH, FL 33463

ARTICLE VII - DURATION AND PURPOSE

This corporation shall have a perpetual existence. The purpose of this Corporation is to engage in any activities or business permitted under the Laws of the United States and the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this 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.

Signature: _____

J. R. Seely

Date: _____

12/9/96

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