

Attorney at Law

996000017928

February 21, 1996

RECEIVED
2/21/96

Corporate Records Bureau
Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

Re: COOPER HEALTH CARE PRODUCTS, INC.

30000017241103
02/23/96++01065--002
***122.50, ***122.50

Dear Clerk:

Enclosed is an original and one copy of proposed Articles of Incorporation for the referenced corporation, together with a check payable to your order covering the following items:

Filing Fee	\$ 35.00
Certified Copy of Articles of Incorporation	52.50
Registered Agent Designation	<u>35.00</u>
TOTAL	\$122.50

RECEIVED
CORPORATION
TALLAHASSEE, FLORIDA

Kindly return to me a certified copy of the Articles of Incorporation in the enclosed envelope.

Thank you.

Very truly yours,

Glenn R. Padgett
Glenn R. Padgett

2/27/96
[Signature]

Post Office Box 730177
595 W. Granada Boulevard
Suite D-11
Ormond Beach, FL 32173-0177
Voice: (904) 676-9099
Cellular: (904) 295-0373
Fax: (904) 676-1151

ARTICLES OF INCORPORATION
OF
COOPER HEALTH CARE PRODUCTS, INC.

A Florida Corporation

ARTICLE I - NAME

The name of this corporation is: **COOPER HEALTH CARE PRODUCTS, INC.**

ARTICLE II - DURATION

These Articles of Incorporation shall become effective upon the date of their execution and acknowledgment, provided these Articles are filed by the Department of State within five (5) days of their signing and acknowledgment. If not, these Articles shall become effective upon the date they are filed by the Department of State.

ARTICLE III - GENERAL PURPOSES

The general purpose for which this corporation is initially organized is to engage in any or all lawful business for which corporations may be incorporated under Florida law.

ARTICLE IV - SHARES

The initial number of shares that this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock, each share having the par value of \$1.00.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is **555 West Granada Boulevard, Suite D-11, Ormond Beach, Florida 32174**. The name of the initial Registered Agent of the corporation is **Glenn R. Padgett**.

ARTICLE VI - PRINCIPAL OFFICE

The street address of the principal office of the corporation is **322 Timberline Trail, Ormond Beach, Florida 32174**.

SECRETARY OF STATE
STATE OF FLORIDA
FILED FEB 26 PM 2:07
TALLAHASSEE, FLORIDA

EXECUTIVE DATE
-2-21-98

ARTICLE VII - DIRECTORS

The number of directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as the sole member thereof is as follows:

Jean R. Yelle
322 Timberline Trail
Ormond Beach, Florida 32174

The number of directors may be changed from time to time as provided in the bylaws.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

Glenn R. Padgett
555 West Granada Boulevard, Suite D-11
Ormond Beach, Florida 32174

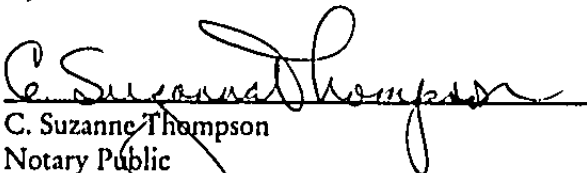
IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these Articles this 21st day of February, 1996.



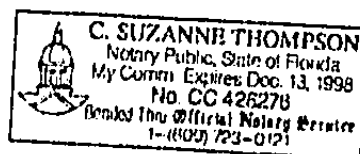
Glenn R. Padgett

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 21st day of February, 1996, by GLENN R. PADGETT, who is personally known to me.




C. Suzanne Thompson
Notary Public
Commission # CC 426276
My Commission Expires: December 13, 1998



**CERTIFICATE DESIGNATING REGISTERED
AGENT AND STREET ADDRESS FOR
SERVICE OF PROCESS**

Pursuant to Section 48.091, Florida Statutes, **COOPER HEALTH CARE PRODUCTS, INC.** hereby designates Glenn R. Padgett and 555 West Granada Boulevard, Suite D-11, Ormond Beach, Florida 32174, as its Registered Agent and the street address of its registered office, respectively, for service of process within the State of Florida.

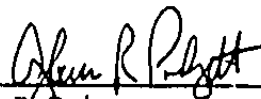
COOPER HEALTH CARE PRODUCTS, INC.

By: 
Incorporator

RECEIVED
95 FEB 25 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as Registered Agent of **COOPER HEALTH CARE PRODUCTS, INC.** for service of process within the State of Florida.


Glenn R. Padgett