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COOPER CONSULTING, INC.

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660 E Jefferson

Suite 200

Tallahassee FL

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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

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**MILLIGAN & SIGNORELLA, P.A.**  
ATTORNEYS AND COUNSELLORS AT LAW

TELEPHONE 941-275-0600  
(FAX: 941-275-0620)

TERRENCE O'RILEY SIGNORELLA  
JOHN PADGETT MILLIGAN, JR.  
WILLIAM DEFOREST THOMPSON, OF COUNSEL

SOUTH FLORIDA BANK BUILDING  
1500 COLONIAL BOULEVARD  
FORT MYERS, FLORIDA 33907

April 11, 1996

Secretary of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassoo, Florida 32314

RE: Cooper Consulting, Inc.

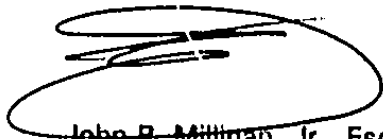
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-04/12/96--01050--010  
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Dear Sir:

Enclosed please find a check in the amount of \$122.50 to cover the cost of filing and certifying the enclosed Articles of Incorporation in regards to Cooper Consulting, Inc.

Should you have any questions, please feel free to contact the undersigned.

Very truly yours,



John P. Milligan, Jr., Esq.

JPM\ams

ARTICLES OF INCORPORATION  
OF  
COOPER CONSULTING, INC.

FILED  
96 APR 12 PM 1:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be:

**COOPER CONSULTING, INC.**

The address of the principal office of this corporation shall be 370 Lenell Road, Fort Myers Beach, Florida 33931 and the mailing address of the corporation shall C/O John P. Milligan, Jr., 1500 Colonial Blvd., Suite 103, Fort Myers, Florida 33907.

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 1500 Colonial Boulevard, Suite 103, Fort Myers, Florida 33907, and the name of the initial registered agent of the corporation at that address is John P. Milligan, Jr.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI - PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE VII - DIRECTORS


All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have ~~two~~ Directors, initially. 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 nor more than five. The name and street address of the initial members of the Board of Directors is:

President:	Bodo Bottcher and Jutta Bottcher (jointly) 370 Lenell Road Fort Myers Beach, Florida 33931
Vice President:	Wolfgang Bottcher and Burkhard Bottcher (jointly) 370 Lenell Road Fort Myers Beach, Florida 33931
Secretary:	Wolfgang Bottcher 370 Lenell Road Fort Myers Beach, Florida 33931
Treasurer:	Bodo Bottcher 370 Lenell Road Fort Myers Beach, Florida 33931

**ARTICLE VIII - INCORPORATOR**

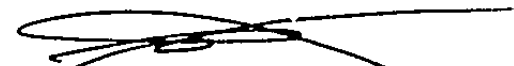
The name and street address of the person signing these Articles of Incorporation is:

John P. Milligan, Jr.  
1500 Colonial Blvd. Suite 103  
Fort Myers, Florida 33907

  
\_\_\_\_\_  
JOHN P. MILLIGAN, JR./INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION**

John P. Milligan, Jr., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
JOHN P. MILLIGAN, JR.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA