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BENSON, MOYLE & CHAMBERS

ATTORNEYS AT LAW

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

NATIONBANK TOWER

ONE FINANCIAL PLAZA, SUITE 1800

PORT LAUDERDALE, FLORIDA 33064-1007

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July 17, 1996

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-07/18/96--01067--008
*****70.00 *****70.00

Re: Articles of Incorporation

Dear Secretary of State:

Please find enclosed the original and one copy of (2) Articles of Incorporation to be filed with your office along with (2) checks each in the amount of \$70.00 representing the filing fee regarding:

1. ~~Cooper Holdings, Inc.~~ Roycon Holdings, Inc.
2. Struve Holdings, Inc.

Please return a stamped copy of the Articles of Incorporation to our office via the enclosed envelopes.

Thank you for your cooperation in this regard.

Very truly yours,

BENSON, MOYLE & CHAMBERS

Bernard T. Moyle

Bernard T. Moyle
For the Firm

FILED
96 AUG -2 AM 10:18
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

BTM/loc
Enclosures

W-15167
KR 7.28

8.5.96
142



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 22, 1996

BERNARD T. MOYLE
ONE FINANCIAL PLAZA
SUITE 1600
FORT LAUDERDALE, FL 33394-1697

SUBJECT: COOPER HOLDINGS, INC.
Ref. Number: W96000015167

We have received your document for COOPER HOLDINGS, INC. and your check(s) totalling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 996A00035201

* REVISED ARTICLES ENCLOSED *
FOR RAYCON HOLDINGS, INC.
7.31.96

**ARTICLES OF INCORPORATION
OF
ROYCON HOLDINGS, INC.**

FILED
95 AUG -2 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is **ROYCON HOLDINGS, INC.** whose principal place of business is 2801 NW 55th Court, Building 6-E, Ft. Lauderdale, Florida 33309.

ARTICLE II

The period of duration of the corporation is perpetual.

ARTICLE III

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE IV

The corporation shall have the authority to issue one thousand (1,000) shares, all of one class of Capital Stock, with a par value of \$1.00 per share.

ARTICLE V

The address of its initial registered office is **BENSON, MOYLE & CHAMBERS,** NationsBank Tower, One Financial Plaza, Suite 1600, Ft. Lauderdale, Florida 33394 and the name of its initial registered agent at said address is **Bernard T. Moyle, Esquire.**

ARTICLE VI

The number of directors constituting its initial Board of Directors is two (2), whose names

and addresses are:

Jimmie Roy Cooper
2801 NW 55th Court
Building 6-E
Ft. Lauderdale, Florida 33309

Constance L. Cooper
2801 NW 55th Court
Building 6-E
Ft. Lauderdale, Florida 33309

ARTICLE VII

The name and address of the incorporator is:

Bernard T. Moyle, Esq.

Nationsbank Tower
One Financial Plaza
Suite 1600
Ft. Lauderdale, Fl. 33394

ARTICLE VIII

The shareholders shall have the power to adopt, amend, alter, change, or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

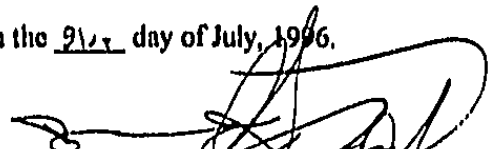
ARTICLE X

The holders of the common stock of this corporation shall have preemptive right to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money (money or any property or services) from time to time, in addition to that stock authorized by the corporation. The preemptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder to all shares of common stock currently authorized.

ARTICLE XI

Pursuant to Section 607.0203 Florida Statute (1995), the effective date of the commencement of corporate existence is the 31st day of July, 1996, which is the date of subscription and acknowledgment of the Articles of Incorporation. Said Articles of Incorporation are to be filed within five days after such date.

IN WITNESS WHEREOF, THE UNDERSIGNED has made and subscribed of these Articles of Incorporation at Ft. Lauderdale, Florida, on the 31st day of July, 1996.


Bernard T. Moyle, Esquire

STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle who is to me well known to be the person described in and who subscribed to the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Ft. Lauderdale, in said County and State this 31 day of July, 1996.


Notary Public, State of Florida

Printed Name: Laurie O'Connor

My Commission Expires:




ACKNOWLEDGMENT OF REGISTERED AGENT

FILED
96 AUG -2 10:12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

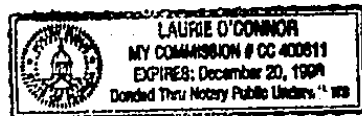
STATE OF FLORIDA

COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally appeared Bernard T. Moyle who is to me well known to be the person described in and who is named as the Registered Agent in the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he has authorized said corporation to name him as its initial Registered Agent for the purposes mentioned and set forth in Article V. He did further agree to comply with the provisions of Section 607.0505 Florida Statute (1995) all statutes relating to the proper and complete performance of his duties, and he is familiar with and accepts the obligations of his position as Registered Agent.


Bernard T. Moyle, Esquire

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Fort Lauderdale, in said County and State this 31 day of July, 1996.




Notary Public, State of Florida

Printed Name: Laurie O'Connor

My Commission Expires:
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