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OFFICE
KEITH A. JAMES

August 14, 1996

VIA OVERNIGHT MAIL

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

RE: COOPER MANAGEMENT GROUP, INC.

Dear Sirs:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation, together with this firm's check in the amount of \$122.50, representing payment for the following expenses:

Filing Fee	\$ 35.00
Registered Agent Fee	35.00
Certified Copy	<u>52.50</u>
Total	\$122.50

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****122.50 ****122.50

Please return the certified copy to this office at your earliest convenience.

If you should have any questions or require additional information, please do not hesitate to contact the undersigned.

Sincerely,

Keith A. James

KAJ/kms
Enclosures

cc: Ms. Regina Cooper

KEITH A. JAMES, P.A.
1655 Palm Beach Lakes Blvd., Suite 810
West Palm Beach, Florida 33411
Phone (561) 686-4500 • Fax (561) 684-1508

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COOPER MANAGEMENT GROUP, INC.

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- SECRETARY OF STATE
- TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation is **COOPER MANAGEMENT GROUP, INC.**

ARTICLE II

DURATION

The Corporation shall have perpetual existence.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 1524 Quail Drive, Apt. 6, West Palm Beach, Florida 33409.

ARTICLE IV

PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE V

CAPITAL STOCK

The Corporation is authorized to issue 10,000 shares of common stock with \$0.01 par value per share.

ARTICLE VI

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Corporation is 1655 Palm Beach Lakes Boulevard, Suite 810, Tower C, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at that address is Keith A. James.

ARTICLE VII

INITIAL DIRECTOR

The name and street address of the initial director of the Corporation are as follows:

Name:

Address:

1. Regina Cooper

1524 Quail Drive, Apt. 6
West Palm Beach, FL 33409

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE IX

INCORPORATOR

The name and street address of the Incorporator is as follows:

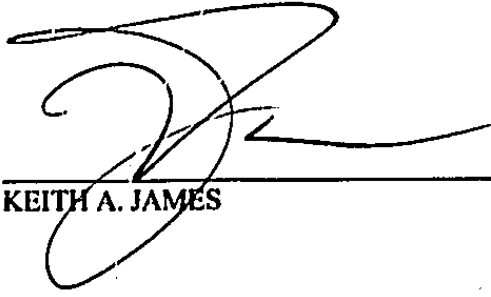
Name:

Keith A. James, Esq.

Address:

1655 Palm Beach Lakes Boulevard, Suite 810
West Palm Beach, FL 33401

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation
this 14th day of August, 1996.



KEITH A. JAMES

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Articles of Incorporation were acknowledged before me this 14th day of August, 1996, by KEITH A. JAMES, who:

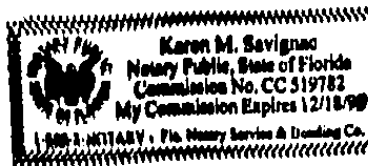
☒ is personally known to me; or
☐ has produced identification: _____

Karen M. Savignac

Notary Public, State of Florida

Karen M. Savignac

(Print, Type or Stamp Commissioned Name of Notary Public)



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, KEITH A. JAMES, am familiar with and accept the obligations of the appointment as the initial registered agent of **COOPER MANAGEMENT GROUP, INC.**, as made in the foregoing Articles of Incorporation.

DATED this 14th day of August, 1996.

By: [Signature]
KEITH A. JAMES

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96 AUG 15 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA