

PC97000108664

HOWARD, BRAWNER & STONE

ATTORNEYS AT LAW

210 GROVE PROFESSIONAL BUILDING

2950 SOUTHWEST 27TH AVENUE

MIAMI, FLORIDA 33133

FILED

97 DEC 29 AM 10:53

FRANK A. HOWARD, JR.

RETIRED 1993

SECRETARY OF STATE

TALLAHASSEE, FLORIDA

TELEPHONE (305) 448-2131

TELEFAX (305) 448-3184

December 23, 1997

PHILIP L. BRAWNER

RICHARD J. STONE

KEVIN I. SCHWARTZ

OF COUNSEL

GEORGE de POZSGAY

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

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***122.50 ***122.50

Re: Cooper/HMS Partners, Inc.

Ladies and Gentlemen:

I am enclosing herewith the Articles of Incorporation of the above named corporation, which includes the designation and acceptance of the Resident Agent, and our check to your order in the sum of \$122.50 in payment of the following:

| | |
|---|----------------|
| Filing fee for the Articles of Incorporation | \$35.00 |
| Filing fee for the Designation and Acceptance of the Resident Agent | \$35.00 |
| Certified copy of the Articles of Incorporation. | <u>\$52.50</u> |
| Total | \$122.50 |

Please file the enclosed documents and return a certified copy of the Article of Incorporation to me.

Sincerely,

Philip L. Brawner

Philip L. Brawner

P. Hall

DEC 30 1997

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ARTICLES OF INCORPORATION OF
COOPER/HMS PARTNERS, INC. 97 DEC 29 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby execute and file the following Articles of Incorporation for the purpose of creating a corporation under Chapter 607 of Florida Statutes.

ARTICLE I
NAME

The name of the corporation shall be:

Cooper/HMS Partners, Inc.

ARTICLE II
ADDRESS OF THE CORPORATION

The street address of the principal office and the mailing address of the corporation shall be:

1201 Brickell Avenue
Miami, Florida 33131

ARTICLE III
CAPITAL STOCK

The corporation shall be authorized to issue 30,000 shares of common stock having a par value of \$1.00 (One Dollar) per share and unlimited voting rights and which are entitled to receive the net assets of the corporation upon dissolution.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The name of the initial Registered Agent shall be:

Philip L. Brawner.

The street address of the initial registered office shall be:

210 Grove Professional Building
2950 S. W. 27th Avenue
Miami, Florida 33133.

ARTICLE V
INCORPORATOR

FILED

The name and address of the person signing these Articles as incorporator is:

97 DEC 29 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Philip L. Brawner 210 Grove Professional Building
2950 S. W. 27th Avenue
Miami, Florida 33133

ARTICLE VI
BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of the corporation is:

Ric Cooper 1201 Brickell Avenue
Miami, Florida 33131


ARTICLE VII
POWERS AND PURPOSE

This corporation may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE VIII
INDEMNIFICATION

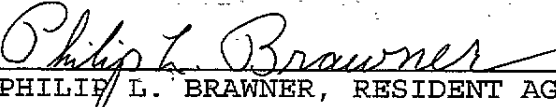
The corporation may provide in its By-Laws that it will indemnify any officer and director or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed the Articles of Incorporation this 23th day of December 1997.


PHILIP L. BRAWNER, INCORPORATOR

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

I am familiar with obligations of the position of Registered Agent under Section 607.0505, Florida Statutes, and I hereby accept the appointment as Registered Agent for the above named corporation.


PHILIP L. BRAWNER, RESIDENT AGENT