

P98000036754

Matthew Cooper

610 S.W. 5th Court

Hallandale, Florida 33309

April 14, 1998

Honorable Secretary of State  
Division of Corporations  
P.O. Box # 6327  
Tallahassee, Florida 32314

300002496283-- 6  
-04/22/98--01035--009  
\*\*\*\*122.50 \*\*\*\*122.50

Dear New Corporation Coordinator:

Enclosed are two original copies of my application to form a Florida Corporation which will be known as Cooper Aquatic Services, Inc. Also attached is my check for \$122.50 to cover the filing and a certified return copy.

Respectfully yours,

*Matt Cooper*

Matt Cooper

FILED  
98 APR 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

103 8806 APR 22 1998

CERTIFICATE OF INCORPORATION  
OF  
COOPER AQUATIC SERVICES, INC.

FILED  
98 APR 22 AM 8:50.  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THIS IS TO CERTIFY that we, the undersigned, hereby associate ourselves into a corporation pursuant to the provisions of the Laws of the States of Florida, providing for the formation of corporations for profit, for the purposes and with the powers herein mentioned, and to that end we do by this Certificate set forth:

I

The name of the Corporation is:

COOPER AQUATIC SERVICES, INC.

II

The general nature of the business of businesses to be transacted shall be:

- a) To engage in the transaction of any and all business permitted under the laws of the United States and of Florida;
- b) To purchase, exchange, hire or otherwise acquire such personal property, chattels, rights, easements, permits, privileges and franchises as may lawfully be purchased, exchanged, hired or acquired.
- c) To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control directly or through ownership of stock in any corporation any and all kinds of buildings, houses, hotels, bungalows, stores, offices, warehouses, mills, shops, factories, machinery and plants,

and any and all structures and erections which may at any time be necessary, useful or advantageous in the judgement of the Board of Directors, for the purpose of the Corporation, and which can lawfully be done.

d) To sell, manage, improve, develop, assign, transfer, convey, lease, sublease, pledge or otherwise alienate or dispose of, and to mortgage or otherwise encumber the lands, buildings, real property, chattel, real, and other property of the company, real and personal, and wheresoever situate, and any and all legal or equitable rights therein.

e) To borrow money with or without pledge of or mortgage on all or any of its property, real or personal, as security, and to loan and advance money upon mortgages on personal or real property or on either of them.

f) To buy, sell, and deal in, with or without guarantee of payment thereof, bonds and mortgages and other like securities and other kinds of property, whether real or personal, not prohibited or specifically excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this company.

g) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock, bonds, debentures, or other evidences of indebtedness of any corporation, domestic or foreign, and while the holder thereof, to exercise all the rights and privileges of ownership, including the right to vote thereon, and to issue in exchange therefor its own stocks, bonds, and other obligations.

h) To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as or of a similar nature to that which this

corporation is authorized to carry on, pursuant to the provisions of this Certificate.

(I) To do all such acts and things as are incident or conducive to the premises.

(j) And this Corporation shall have the power to conduct its business in all of its branches in the State of Florida, or in any other State or territories of the United States, or in the District of Columbia, and the dependencies of the United States or in foreign countries, and ultimately to do all acts and things and to exercise all the powers now or hereafter authorized by law, necessary to carry on the business of the said Corporation, or to promote any of the subjects of objects for which the company is formed. The foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the general powers of the Corporation, and the enjoyment thereof, as conferred by the laws of the State of Florida, under corporations organized under the provisions of the Stock Corporation Law.

### III

The maximum number of shares with no nominal or par value that this corporation is authorized to have outstanding at any time is one hundred (100) shares.

The total number of shares which may be issued by the Corporation is one hundred (100) shares, all of which shall have no nominal or par value. The Corporation will commence business with fifty (50) shares.

Without action by the stockholders, the shares of stock without par value may be issued by the Corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors thereof, and any and all such shares, so issued, the full consideration for which has been paid or delivered, shall be deemed full paid stock, and not liable to any further call

or assessment thereon, and the holder of such shares not be liable for any further payment thereon.

#### IV

The amount of capital with which the Corporation will begin business is not less than Five Hundred (\$500.00) Dollars, which said amount has been paid in.

#### V

The Corporation shall have perpetual existence.

#### VI

The principal office of the Corporation is to be located at:

610 S.W. 5th Court  
Hallandale, Florida 33009

#### VII

The business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than one (1) nor more than eight (8) members.

#### VIII

The names, post office addresses of the first Board of Directors and officers who, subject to the provisions of this Certificate of Incorporation, by-laws and the Act of Legislature of the State of Florida, whereunder the Corporation is organized, shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

NAME  
Matthew Cooper

POST OFFICE ADDRESS  
610 S.W. 5th Court  
Hallandale, Florida 33009

OFFICE  
Pres/Treas/Secretary/Dir

IX

The names and post office addresses of each member of this Certificate of Incorporation, and a statement of the number of shares of stock which each mutually agrees to take, are as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NO. OF SHARES</u>
Matthew Cooper	610 S.W. 5th Court Hallandale, Florida 33009	50

X

The Corporation may, by action taken at any meeting of the Board of Directors, sell, lease or exchange all of its property, and assets, including its good will and its corporate franchises or any property or assets essential to its corporate business upon such terms and conditions as its Board of Directors deem expedient when and as authorized by the affirmative vote of stockholders of record holding stock in the corporation entitling them to exercise a least a majority of the voting power on such proposal, provided, however, that no vote or consent of stockholders shall be necessary for a transfer of assets by way of mortgage, or in trust or in pledge to secure indebtedness of the Corporation.

It is the intention that the objects, purposes and powers specified and enumerated herein, shall, except where otherwise expressed, be nowise limited or restricted by reference to or inference from the terms of any other clauses or paragraph of this Certificate of Incorporation, but that the objects, purpose and powers specified of enumerated herein and each of the clauses

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHICH PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in  
compliance with said Act:

First--That COOPER AQUATIC SERVICES, INC. Desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at  
City of Hallandale, County of Broward, State of Florida, has named Matt Cooper located  
at 610 SW 5th Ct  
(Street address and number of building,  
Post Office Box Address not acceptable)

City of Hallandale, County of Broward, State of Florida, as its agent to accept service  
of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above states corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

By Matt Cooper  
(Registered Agent)

FILED  
98 APR 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA