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LAW OFFICES OF  
CLIFTON A. LIVINGSTON  
PROFESSIONAL ASSOCIATION

210 East Davis Blvd.  
TAMPA, FLORIDA 33606-2265

(813) 254-7777  
FAX (813) 254-5400

August 25, 1998

Secretary of State  
Division of Corporations  
Attention: NEW CORPORATE FILINGS  
P.O. Box 6327  
Tallahassee, Florida 32314

200002627342--3  
-08/28/98--01027--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Filing of Articles of Incorporation for  
R.Cooper Engineering, Inc. P.A.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation for Tampa Bay Corporate Adventures, Inc. along with my firm's check in the amount of \$70.00 to the Secretary of State for filing same. Please stamp the copy of the Articles when filed and return the stamped copy in the enclosed self addressed and stamped envelope to me.

Thank your for your assistance in this matter. If you have any questions, please immediately contact us at the above telephone number.

Cordially,

  
Clifton A. Livingston

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 SEP 11 AM 7:59



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 1, 1998

CLIFTON A. LIVINGSTON P.A.  
210 EAST DAVIS BLVD.  
TAMPA, FL 33606-2265

SUBJECT: COOPER ENGINEERING, INC.  
Ref. Number: W98000020015

We have received your document for COOPER ENGINEERING, INC. and your check(s) totaling \$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 a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purintun  
Document Specialist

Letter Number: 598A00045014

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 SEP 11 AM 7:59

**ARTICLES OF INCORPORATION  
OF**

**R. COOPER ENGINEERING, P.A.**

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name and Address**

The name of this corporation shall be R. Cooper Engineering, P.A. and its initial place of business shall be located at 7113 Shenandoah Court, Tampa, Florida, 33615.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence on the date of filing with the Secretary of State, and shall have perpetual existence.

**ARTICLE III**

**Purposes**

The corporation may engage in the specific business of the practice of the profession of engineering through individuals duly licensed under the laws of the State of Florida to practice engineering therein.

**ARTICLE IV**

**Powers**

The corporation shall have power:

(a) To engage in the specific business of the practice of the profession of engineering through individuals duly licensed under the laws of the State of Florida to practice engineering therein.

(b) To purchase or otherwise acquire, hold, own, maintain, improve, operate, mortgage, sell, convey, lease, sublease or otherwise deal in and dispose of personal and real property of every kind, character and description whatsoever in furtherance of the professional business of the corporation.

(c) To enter into contracts of all kinds in furtherance of the professional business of the corporation.

(d) To borrow money with or without security, in furtherance of the professional business of the corporation, and to make, endorse, execute and issue such instruments for the payment of money as may be necessary to evidence such borrowings.

(e) To invest the funds of the corporation in real properties, mortgages, stocks, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership, including all voting powers of any stocks so owned.

(f) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive and benefit plans, trusts and provisions for any or all of the directors, officers and employees of the corporation.

(g) The foregoing paragraphs shall be construed as enumerating both objects and purposes of the corporation, and the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of the corporation otherwise permitted by law.

(h) To carry on any other lawful activity permitted by Chapter 621 of the Florida Statutes.

#### **ARTICLE V Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

**ARTICLE VI**  
**Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 7113 Shenandoah Court, Tampa, FL 33615, and the name of the corporation's initial registered agent at such address is Robert R. Cooper.

**ARTICLE VII**  
**Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall be one (1), and the name and address of each person who is to serve as a member thereof is as follows:

Name	Address
Robert R. Cooper	7113 Shenandoah Court Tampa, FL. 33615

**ARTICLE VIII**  
**Incorporators**

The name and address of the incorporator of this corporation is as follows:

Name	Address
Robert R. Cooper	7113 Shenandoah Court Tampa, FL. 33615

**ARTICLE IX**  
**Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all

rights conferred upon the stockholders herein are subject to this reservation.

**ARTICLE X  
Indemnification**

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law. The corporation shall indemnify any officer, director and/or shareholder for all expenses paid by such officer, director and/or shareholder on behalf of the corporation, including, but not limited to, pre-organizational expenses of the corporation.

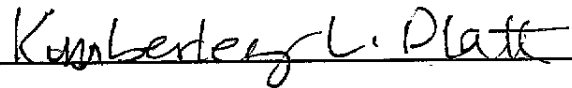
IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated. I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.


  
\_\_\_\_\_  
ROBERT R. COOPER  
(Incorporator and Registered Agent)

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 1998, by ROBERT R. COOPER, an individual who has produced Florida Driver's License No. C160-776-324050 as identification and did not take an oath.

Notary Public

  
\_\_\_\_\_

  
\_\_\_\_\_  
Notary's Printed Name  
My Commission Expires:



Kimberley L. Platt  
MY COMMISSION # CC576786 EXPIRES  
August 12, 2000  
BONDED THRU TROY RAY INSURANCE, INC.  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
SEP 11 AM 7:59