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FILED  
98 DEC 14 PM 1:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P98000104205  
November 12, 1998

Secretary of State  
Corporations Division  
The Capitol  
Tallahassee, Florida 32301

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-12/14/98--01131--003  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Steven R. Cooley, Inc.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation to be filed with your office, for the captioned corporation.

Also, enclosed is my check payable to the Secretary of State in the amount of \$ 122.50 which represents the filing fee, Charter Tax and certificate of incorporation.

After this corporation has been filed and issued a charter Number, please return the original Certificate of Incorporation and a copy of the Articles to me along with your confirmation of filing.

Should you have any problems or questions concerning this matter, please contact me immediately at the telephone number listed above.

Sincerely yours,

  
Wayne S. Timmerman

WST/st  
Enclosure

SD  
12/15

**ARTICLES OF INCORPORATION  
OF  
STEVEN R. COOLEY, INC.**

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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 - NAME**

The name of the corporation is STEVEN R. COOLEY, INC. whose business address is 7932 17<sup>TH</sup> Way North, St. Petersburg, Florida 33702 and mailing address is Post Office Box 55098, St. Petersburg, Florida 33732.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation by the Department of the State of Florida.

**ARTICLE III - PURPOSES**

The purpose or purposes for which the corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may be amended and to do everything necessary, proper, advisable or convenient for the accomplishment of said purpose, and to do all other things incidental to this or connected with this that are not forbidden by the Florida corporation laws or by other laws, or by those Articles of Incorporation, and to carry out the said purposes in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that these purposes are not forbidden by the law of the state, territory, district, or possession of the United States or by the foreign country.

#### **ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$ 1.00 per share which shall be designated as "Common Shares".

#### **ARTICLE V - QUORUM FOR STOCKHOLDERS MEETINGS**

Unless otherwise provided for in the corporation's by-laws, all of the shares entitles to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address in Florida of the initial registered office of the corporation is 7932 17<sup>th</sup> Way North, St. Petersburg, Florida 33702 and the name of the initial registered agent at such address is Steven R. Cooley.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one Member, who need not be a resident of the State of Florida or shareholder of the corporation. The number of directors may be either increased or diminished from time to time in the manner provided in the by-laws but shall never be less than one (1). The name and address of the person(s) who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified is as follows:

President:

Steven R. Cooley,      7932 17<sup>th</sup> Way North,      St. Petersburg, Florida 33702

Secretary/Treasurer:

Steven R. Cooley,      7932 17<sup>th</sup> Way North,      St. Petersburg, Florida 33702

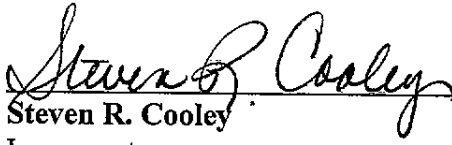
**ARTICLE VIII - INCORPORATOR**

The name and address of the initial incorporator is:

Steven R. Cooley, 7932 17<sup>th</sup> Way North,

St. Petersburg, Florida 33702

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Incorporation at Tampa, Hillsborough County, Florida on this 24 day of November 1998.

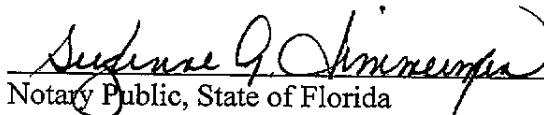
  
Steven R. Cooley

Incorporator

**STATE OF FLORIDA**

**COUNTY OF Hillsborough**

THE FOREGOING was acknowledged before me by Steven R. Cooley, personally known  
to me, this 24 day of November, 1998.

  
Notary Public, State of Florida

My Commission Expires:



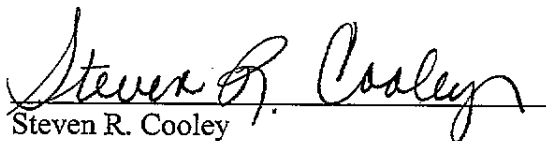
SUZANNE A. TIMMERMAN  
COMMISSION # CC 667657  
EXPIRES JUL 29, 2001  
BONDED THRU  
ATLANTIC BONDING CO., INC.

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TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

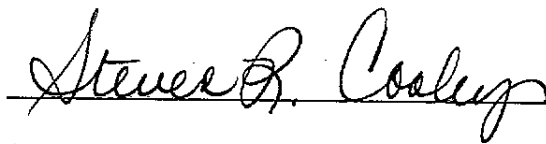
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

That STEVEN R. COOLEY, INC. desiring to organize to qualify under the laws of the state  
of Florida, with its principal place of business in City of St. Petersburg, County of Pinellas, State of  
Florida, has named Steven R. Cooley as its agent to accept service of process within Florida.

  
Steven R. Cooley

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with  
the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 24 day of November, 1998.

  
Steven R. Cooley