

P 99000038224
LAW OFFICES OF
DANIEL J. GRIECO

9089 BELCHER ROAD
PINELLAS PARK, FL 33782
(813) 548-4545 Phone
(813) 548-0760 Fax

19139 GULF BOULEVARD
INDIAN SHORES, FL 33785
(813) 596-4329 Phone

REPLY TO: PINELLAS PARK

April 19, 1999

Florida Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

100002849331--9
-04/23/99-01067-016
****122.50 *****78.75

Re: Articles of Incorporation for
Cooperwood, Inc.

Dear Sirs:

Please file the enclosed Articles of Incorporation and return a certified copy to my Belcher Road office in the enclosed self-addressed stamped envelope. I have enclosed a check in the amount of \$122.50 to cover your filing fee as well as the fee for the certified copy.

Thank you for your cooperation.

Sincerely,


Daniel J. Grieco

DJG:sh
Enc.

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99 APR 23 AM 7:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/28/99
MM

**ARTICLES OF INCORPORATION
OF
COOPERWOOD, INC.**

I, the undersigned, hereby establish ourselves as sole subscribers of the above corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I.

The name of this Corporation is COOPERWOOD, INC.,
(Hereinafter referred to as the "Corporation").

ARTICLE II.

The general nature of the business and objects and purposes proposed to be transacted, promoted, or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do.

a. Generally, to transact all phases of travel agency business including airline ticketing, tour booking, lodging arrangements and other related activities as well as the merchandising of travel related products and any other matters related to the travel industry.

b. Tender notes and mortgages secured by assets obtained by the Corporation and to deal with the sale and purchase of properties, both real and personal, or any interest therein.

c. To operate, control, manufacture, purchase, acquire, dispose of, invest, trade, deal in or with goods, wares, merchandise, and any other personal property of every class or description whatsoever.

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d. To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the businesses described herein.

e. To acquire, hold, own, dispose of, and generally deal in grants, concessions, franchises, and contracts of every kind; to cause to be formed, to promote, and to aid in any way in the formation of any corporation, domestic or foreign.

f. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or upon a specified event or events, secured or unsecured.

g. To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

h. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States and in foreign countries without restriction as to place or amount.

I. The foregoing paragraphs shall be construed as enumerating both objects and powers of this Corporation; and it is hereby expressly provided that the foregoing enumeration of

specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III.

The amount of the total authorized capital stock of this Corporation shall be Five Hundred (500) shares of stock with a par value of \$1.00, to be distributed in accordance with Article IX herein.

The whole or any part of the Corporation shall be payable in lawful money of the United States of America, property, labor, or services at a just evaluation to be fixed by the directors. Property or labor may also be purchased with capital stock at such evaluation as shall be fixed by the Directors.

ARTICLE IV.

The amount of capital stock with which the Corporation shall begin business shall be Five Hundred (500) shares, par value of \$1.00.

ARTICLE V.

The corporation shall have perpetual existence.

ARTICLE VI.

The principal place of business of said Corporation is to be located at 14995 Gulf Boulevard, Suite D, Madeira Beach, Florida 33708 with the privilege, however, of having branch offices or places of business at any place or places within or without the State of Florida or in foreign countries.

ARTICLE VII.

The affairs of the Corporation shall be conducted by a Board of not less than two Directors.

ARTICLE VIII.

The name and post office address of the First Board of Directors of the Corporation who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence, or until his or her successor is elected and qualified is as follows:

Jules Cooper
(President/Treasurer)

19111 Vista Bay Drive
Unit 414, Building 3
Indian Shores, FL 33785

Patricia Draper Wood
(Vice President/Secretary)

6560 Manasota Key Road
Englewood, FL 34223

ARTICLE IX.

The name and post office address of each subscriber to these Articles of Incorporation are as follows:

Jules Cooper

19111 Vista Bay Drive
Unit 414, Building 3
Indian Shores, FL 33785

Patricia Draper Wood

6560 Manasota Key Road
Englewood, FL 34223

ARTICLE X.

The original issuance of stock is as follows:

250 shares

Jules Cooper

250 shares

Patricia Draper Wood

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation in Pinellas County, State of Florida, for the uses and purposes aforementioned this 7th day of

April, 1999.

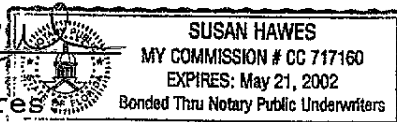
Jules Cooper
JULES COOPER

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 7th
day of April, 1999, by JULES COOPER, who is personally known
to me and who did not take an oath.

Susan Hawes
NOTARY PUBLIC

My Commission Expires:

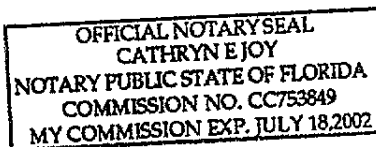


Patricia Draper Wood
PATRICIA DRAPER WOOD

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 12th
day of April, 1999, PATRICIA DRAPER WOOD, who is personally
known to me or shown _____ as identification and who
did not take an oath.

Cathryn E Joy
NOTARY PUBLIC
My Commission Expires:



DESIGNATION OF RESIDENT AGENT

This shall serve as notice that the undersigned, DANIEL J.
GRIECO, II, ESQ., whose registered address is 9089 Belcher Road,
Pinellas Park, FL 33782, shall accept service of process for the
above named Corporation, their address being 14995 Gulf Boulevard,
Suite D, Madeira Beach, Florida 33708.

Daniel J. Grieco, II, Esq.
DANIEL J. GRIECO, II, ESQ.

FILED
99 APR 23 AM 7:42
TALLAHASSEE, FLORIDA