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Florida Department of State
Division of Corporations
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To: Division of Corporations
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EFFECTIVE DATE
3-16-02

From: Account Name : CAMNER, LIPSITZ AND POLLER, PROFESSIONAL ASSOCIATION
Account Number : 075410001634
Phone : (305)442-4994
Fax Number : (305)442-2389

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FLORIDA PROFIT CORPORATION OR P.A.

MARSHALL SENIOR ADVISOR GROUP, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
FOR
MARSHALL SENIOR ADVISOR GROUP, INC.

I, the undersigned, do hereby execute, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be MARSHALL SENIOR ADVISOR GROUP, INC. and the principal office of this corporation is c/o 12515 S.W. 112th Court, Miami, Florida 33176 and the mailing address shall be the same.

ARTICLE II

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, territory or nation.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1 par value per share.

ARTICLE IV

This corporation shall have perpetual existence, commencing on the subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Secretary of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin on the date that these Articles are filed with the Secretary of State.

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ARTICLE V

The street address of the initial registered office of the corporation shall be: 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134, and the name of the initial registered agent of the corporation at the address is Marc Lipsitz.

ARTICLE VI

All corporate powers shall be exercised by or under the authority of and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one (1) Director, initially. The name and street address of the member(s) of the Board of Director is:

Director	John Marshall 12515 S.W. 112 th Court Miami, Florida 33176
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ARTICLE VII

The names and address of the initial directors of the corporation who shall hold office for one (1) year, or until their successors are duly elected and qualify, shall be:

President	John Marshall 12515 S.W. 112 th Court Miami, Florida 33176
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ARTICLE VIII

The names and addresses of the incorporator of the corporation is: Marc Lipsitz, 550 Biltmore Way, Suite 700, Coral Gables, Florida 33134.

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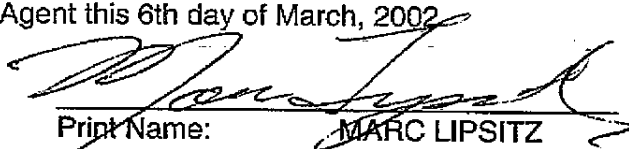
ARTICLE IX

This corporation shall indemnify and may insure its officers and directors to the fullest extent permitted by law currently in effect or hereinafter enacted.

ARTICLE X

These Articles of Incorporation may be amended in the manner authorized by law at the time of amendment.

IN WITNESS WHEREOF, I, Marc Lipsitz, being the Incorporator and Registered Agent of MARSHALL SENIOR ADVISOR GROUP, INC., make and file these Articles of Incorporation. Having been named as Registered Agent and to accept service of process for MARSHALL SENIOR ADVISOR GROUP, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent this 6th day of March, 2002


Print Name: MARC LIPSITZ
Incorporator and Registered Agent

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