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Law Office of
Robert L. Williams

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Venice, Florida 34285

Telephone: (941) 488-8887
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May 18, 1999

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-05/20/99-01078-007
****122.50 *****78.75

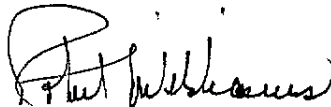
Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Senior World Management Consultants, Inc.

Ladies and Gentlemen::

Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation, together with a check in the amount of \$122.50 to cover the filing fee and certified copy. When the Articles have been filed, please return the certified copy to me.

Very truly yours,



Robert L. Williams

RLW:pa

Encs.

FILED
1999 MAY 20 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 25 1999

FILED

1999 MAY 20 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

SENIOR WORLD MANAGEMENT CONSULTANTS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation shall be **SENIOR WORLD MANAGEMENT CONSULTANTS, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

209 S. Nassau Street
Suite 101
Venice, FL 34285

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100.

ARTICLE IV

The name and address of the initial registered agent is:

Robert L. Williams
209 S. Nassau Street
Suite 101
Venice, FL 34285

ARTICLE V

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is (are):

Robert L. Williams
209 S. Nassau Street
Suite 101
Venice, FL 34285

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 18 day of May, 1999.



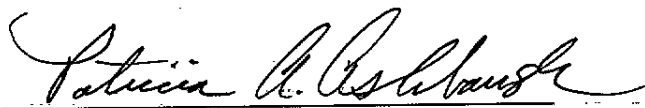
ROBERT L. WILLIAMS

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a duly authorized Notary Public, personally appeared **ROBERT L. WILLIAMS**, to me known or who produced _____ as identification, to be the person(s) described in as Incorporator(s) and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 18th day of May, 1999.



Notary Public

PATRICIA A. ASHBAUGH
Notary Public, State of Florida
My Comm. Expires July 5, 2001
No. CC 646799

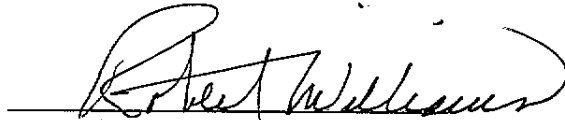
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

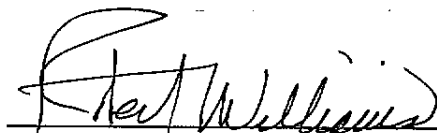
1. The name of the corporation is: **SENIOR WORLD MANAGEMENT CONSULTANTS, INC.**

2. The name and address of the registered agent and office is:

Robert L. Williams
209 S. Nassau Street
Suite 101
Venice, FL 34285


ROBERT L. WILLIAMS
Incorporator
May 18, 1999

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.


ROBERT L. WILLIAMS

May 18, 1999

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1999 MAY 20 AM 9:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA