

F 98000000633

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: SENIOR ASSET MANAGEMENT GROUP, INC.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

000002419860--8
-02/03/98--01063--001
*****70.00 *****70.00

RICHARD A. BROOKS
(Name of Person)

SENIOR ASSET MANAGEMENT GROUP, INC.
(Firm/Company)

1349 TRAWAY DR.
(Address)

RICHMOND, VIRGINIA 23235
(City/State/Zip)

W98-2311

Should you need to call someone concerning this matter, please call:

RICHARD A. BROOKS at (804) 276-6642
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
98 FEB -3 PM 12:25
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 2, 1998

RICHARD A. BROOKS
SENIOR ASSET MANAGEMENT GROUP, INC.
1349 TRAWAY DR.
RICHMOND, VA 23235

SUBJECT: SENIOR ASSET MANAGEMENT GROUP, INC.
Ref. Number: W98000002311

We have received your document for SENIOR ASSET MANAGEMENT GROUP, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The entity's date of incorporation/organization must be listed in the document.

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return 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) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 498A00005794

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. SENIOR ASSET MANAGEMENT GROUP, INC. (Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. CHESTERFIELD COUNTY VIRGINIA 3. 048-7712-2 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 14, 1997 (Date of incorporation) 5. perpetual (Duration: Year corp. will cease to exist or "perpetual")

6. NOT YET (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1349 TRAWAY DR RICHMOND VIRGINIA 23235 (Current mailing address)

8. ESTATE PLANNING (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JOHN S. SCHWARTZ

Office Address: 5690 15th ST SW

VEEO BEACH, Florida, 32968 (Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable)

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A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: RICHARD A. BROOKS

Address: 1349 TRAWAY DR
RICHMOND VA 23235

Vice Chairman: SUSAN P. BROOKS

Address: 1349 TRAWAY DR
RICHMOND VA 23235

Director: RICHARD A. BROOKS

Address: 1349 TRAWAY DR
RICHMOND VA 23235

Director: SUSAN P. BROOKS

Address: 1349 TRAWAY DR
RICHMOND VA 23235

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: RICHARD A. BROOKS

Address: 1349 TRAWAY DR
RICHMOND VA 23235

Vice President: SUSAN P. BROOKS

Address: 1349 TRAWAY DR
RICHMOND VA 23235

Secretary: SUSAN P. BROOKS

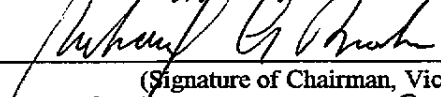
Address: 1349 TRAWAY DR
RICHMOND VA 23235

Treasurer: _____

Address: _____

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. RICHARD A. BROOKS PRESIDENT
(Typed or printed name and capacity of person signing application)

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

SENIOR ASSET MANAGEMENT GROUP, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is July 14, 1997.

Nothing more is hereby certified.

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Signed and Sealed at Richmond
on this Date: January 26, 1998

William J. Bridge

William J. Bridge, Clerk of the Commission