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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 APR -2 A 7:55

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STUART B. KLEIN, P.A.

Attorneys at Law

2801 PGA Boulevard • Suite 110
Palm Beach Gardens, Florida 33410

Telephone: (561) 478-1566
Facsimile: (561) 478-9931

Stuart B. Klein, Esq.
Also Admitted in New York & Ohio
E-mail: SBK@kleinslaw.com

Leah A. Foertsch, Esq.
E-mail: LAF@kleinslaw.com

April 1, 2008

Department of State
Division of Corporations
Corporate Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Articles of Incorporation, Not-for-profit
SENIOR FINANCIAL COUNSELING SERVICES, INC.

Gentlemen:

I am enclosing the original Articles of Incorporation for the above named corporation. I am also enclosing a check in the amount of \$78.75 to cover the following:

| | |
|------------------|---------|
| Filing Fee | \$35.00 |
| Registered Agent | \$35.00 |
| Certified copy | \$ 8.75 |

I will appreciate you filing the same, and returning the certified copy in the enclosed Federal Express envelope. If you have any questions or comments, please give the undersigned a call.

Sincerely,



STUART B. KLEIN

Encs,

ARTICLES OF INCORPORATION OF
SENIOR FINANCIAL COUNSELING SERVICES, INC.
A NOT-FOR-PROFIT CORPORATION

FILED
2008 APR -2 A 7:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a not-for-profit corporation under the Florida Not For Profit Corporation Act, Florida Statutes, Chapter 617, hereby make, acknowledge, and file the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is Senior Financial Counseling Services, Inc.

ARTICLE II

The Corporation shall have perpetual duration.

ARTICLE III

The Corporation is a not-for-profit Corporation organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue code, or the corresponding section of any future federal tax code.

(a) The specific and primary purposes for which this Corporation is formed are to educate and inform senior citizens, their families and their advisors about, (i) programs, products and services offered by banks, insurers and other financial services organizations; (ii) financial fraud and abuse against seniors; and (iii) options for the workout or restructure debt.

(b) The general purposes for which this Corporation is formed are to provide financial counseling, mortgage education, and debt resolution information, which will qualify it as an exempt organization under 26 U.S.C.A. Section 501(c)(3), or corresponding section of any future federal tax code, including, for those purposes, the making of distributions to organizations which qualify as tax exempt organizations under that Section.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

(d) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(e) Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

ARTICLE V

The street address of the initial registered office of the Corporation is 2801 PGA Blvd., Ste. 110, Palm Beach Gardens, FL, 33410, in Palm Beach County. The name of its initial registered agent at that address is Stuart B. Klein.

The street address of the initial principal office of the Corporation is 2801 PGA Blvd., Ste. 110, Palm Beach Gardens, FL 33410, in Palm Beach County.

ARTICLE VI

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the Corporation shall be not less than three; provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this Corporation.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of three years. Annual meetings shall be held at 12:00 pm on April 1 of each year at the principal office of the Corporation, or at any other place or places designated by the Board of Directors by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consents shall be filed with the minutes of the proceedings of the Board, and any action taken by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the Board of Directors, without a meeting and that the articles of incorporation and bylaws of this Corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors authority.

ARTICLE VII

The Corporation shall indemnify to the fullest extent permitted by law any Director who was or is a party or has been threatened to be made a party to any pending or other action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director of the Corporation, or is or was serving at the request of the Corporation.

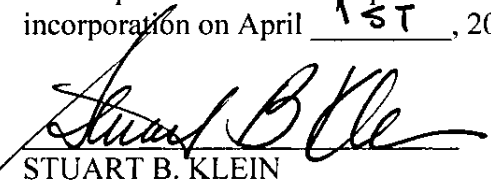
ARTICLE VIII

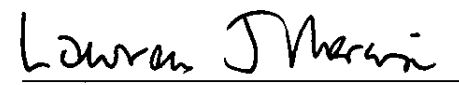
The names and addresses of each incorporator are:

Stuart B. Klein
10113 Hunt Club Lane
Palm Beach Gardens, FL

Lawrence J. Merwin
103 Dunes Edge
Jupiter, FL 33477

We, the undersigned, being the incorporators of this Corporation, for the purpose of forming this not for profit charitable Corporation under the laws of Florida, have executed these articles of incorporation on April 1ST, 2008.


STUART B. KLEIN



LAWRENCE J. MERWIN

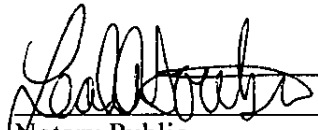
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Incorporation in Palm Beach County, Florida, on this 1st day of April, 2008.


LAWRENCE J. MERWIN

STATE OF FLORIDA
COUNTY OF WEST PALM BEACH

SWORN TO AND SUBSCRIBED before me, a Notary Public in and for said county and state, this the 1st day of April, 2008, LAWRENCE J. MERWIN, who is personally known to me or has produced _____ as identification.


NOTARY PUBLIC-STATE OF FLORIDA
 Leah A. Foertsch
Commission #DD720108
Expires: SEP. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public

Name: _____

My commission expires:

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Incorporation in Palm Beach County, Florida, on this 1st day of April, 2008.


STUART B. KLEIN

STATE OF FLORIDA
COUNTY OF WEST PALM BEACH

SWORN TO AND SUBSCRIBED before me, a Notary Public in and for said county and state, this the 1 day of April, 2008, STUART B. KLEIN, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Leah A. Foertsch
Commission #DD720108
Expires: SEP. 30, 2011
BONDED THRU ATLANTIC BONDING CO., INC.


Notary Public

Name: _____

My commission expires:

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Incorporation of SENIOR FINANCIAL COUNSELING SERVICES, INC., as the registered agent of this Corporation, hereby consents to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accept the obligations of the position of registered agent.


Stuart B. Klein

Stuart B. Klein, P.A.
2801 PGA Boulevard, Suite 110
Palm Beach Gardens, FL 33410
Phone: (561) 478-1566
Registered Agent