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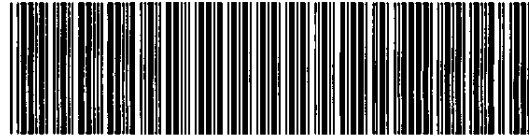
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TALLAHASSEE FLORIDA

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MRS
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STAUNTON & FAGLIE, PL

May 26, 2011

JOHN W. STAUNTON, ESQ.

FLOYD FAGLIE, ESQ.†

*Serving the Special
Legal Needs of
the Elder and
Disability Communities*

VIA FEDEX

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


Re: The Medicare and Medicaid Institute, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation of The Medicare and Medicaid Institute, Inc. Please file the original and provide a certified copy in the enclosed self-addressed, stamped envelope. Also enclosed is a check in the amount of \$78.75 for the filing and certified copy fees.

Please call if you have any questions.

Very Truly Yours,


Karyn L. Martin
Paralegal

Enclosures

Special Needs Trusts

Pooled Trusts

Administration of
Special Needs Trusts

Qualified Settlement Funds

Medicare Subrogation
Claims

Medicare Set-asides

Medicaid Lien Resolution

ERISA Lien Resolution

Karyn Martin
Paralegal

Kathy Perkey
Office Administrator

Website:
www.eldercarelaw.net

E-Mail:
snrlaw@eldercarelaw.net

† Also licensed in Georgia

Please respond to the address marked below:

✓ 3000 Gulf to Bay Blvd., Suite 102
Clearwater, Florida 33759
Phone: 727-797-4000
Fax: 727-791-3000

189 East Walnut Street
Monticello, Florida 32344
Phone: 850-977-6300
Fax: 850-977-6301



MEMBER
National Academy of
Elder Law Attorneys

ARTICLES OF INCORPORATION
of
THE MEDICARE AND MEDICAID INSTITUTE, INC.

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TALLAHASSEE FLORIDA

1. **Name.** The name of the corporation is The Medicare and Medicaid Institute, Inc.
2. **Principal Office/Mailing Address.** The street address of the principal office of the corporation is 4912 Creekside Drive, Clearwater, FL 33760. The mailing address is the same.
3. **Purpose.** This corporation shall be not-for-profit and shall act under the applicable laws of the State of Florida governing such corporations. The corporation is organized exclusively for charitable, religious, educational, and/or scientific purposes, including for such purposes, the making of distributions to other organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or such other corresponding section of any future federal tax code.
4. **Initial Board of Directors.** The number of directors may be increased from time to time, as provided in the bylaws, but at no time shall the number of directors be less than three (3). At the time of filing these Articles of Incorporation, the names and street addresses of the current directors are:

Rafael Gonzalez
4912 Creekside Drive
Clearwater, FL 33760

Leo J. Govoni
4912 Creekside Drive
Clearwater, FL 33760

John W. Staunton, Esq.
3000 Gulf to Bay Blvd., Ste. 102
Clearwater, FL 33759

5. **Manner of Election.** The above named directors shall serve until their resignation or until their replacements are selected in accordance with the procedures set forth in the Bylaws governing selection and service of directors.

6. **Earnings.** 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 Three hereof. 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. 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.

7. Registered Agent and Office. The name and street address of the initial registered agent and office this corporation is:

John Staunton, Esq.
3000 Gulf to Bay Blvd., Ste. 102
Clearwater, FL 33759

8. Incorporator. The name and address of the Incorporator is:

John Staunton, Esq.
3000 Gulf to Bay Blvd., Ste. 102
Clearwater, FL 33759

9. Bylaws. The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors.

10. Dissolution. Upon the dissolution of the corporation, all assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for such purposes.

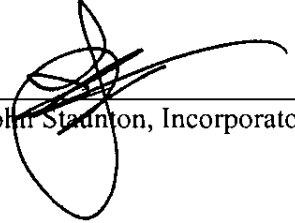
11. Amendments. The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on any party hereunder are subject to this reservation.

12. Effective Date. These Articles of Incorporation shall be effective as of the 25th day of May, 2011.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155 of the Florida Statutes.

Executed this 25th day of May, 2011.

THE MEDICARE AND MEDICAID INSTITUTE, INC.



John Staunton, Incorporator

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TALLAHASSEE FLORIDA

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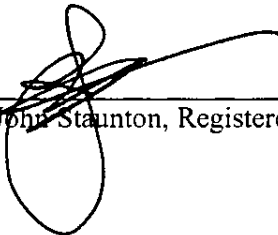
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TALLAHASSEE FLORIDA

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Executed this 25th day of May, 2011.



John Staunton, Registered Agent