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OF COUNSEL
WILLIAM H. FLEECE**
**COURT CERTIFIED MEDIATOR AND
ARBITRATOR (FEDERAL AND STATE)

December 3, 1999

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

100003061531--3
-12/06/99--01090--006
****122.50 *****78.75

Re: A SENIOR'S SOLUTION, INC.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced corporation.

Please file the enclosed Articles and return a certified copy to me. I have also enclosed my firm's check in the amount of \$122.50 to cover the filing and certified copy fee.

Thank you for your assistance.

Yours truly,

ZACUR & GRAHAM, P.A.

Richard A. Zacur

Richard A. Zacur, Esquire

SIGNED IN HIS ABSENCE
TO AVOID DELAY

RAZ/st

Enclosures

FILED
00 JAN 24 PM 12:06
TALLAHASSEE, FLORIDA
DIVISION OF STATE

W-28086
JH/S



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 1999

RICHARD A. ZACUR, ESQ.
P.O. BOX 14409
ST. PETERSBURG, FL 33733

SUBJECT: A SENIOR'S SOLUTION, INC.
Ref. Number: W99000028086

We have received your document for A SENIOR'S SOLUTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 599A00057840

ARTICLES OF INCORPORATION

OF

A SENIOR'S SOLUTION REFERRAL AND PLACEMENT SERVICE, INC.

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

NAME

The name of the corporation shall be A SENIOR'S SOLUTION REFERRAL AND PLACEMENT SERVICE, INC.

ARTICLE II

NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III

CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$1.00 per share.

ARTICLE IV

TERM OF EXISTENCE

The corporation shall have perpetual existence, unless

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CLERK OF CIRCUIT COURT
TALLAHASSEE, FLORIDA

dissolved in a manner provided by law.

ARTICLE V

INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 5200 Central Avenue, St. Petersburg, Florida, and the name of the initial registered agent of this corporation at that address is Richard A. Zacur. The principal office address of the corporation shall be 2675 Concorde Court, Clearwater, Florida 33761.

ARTICLE VI

DIRECTORS

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Heather A. Howells
2675 Concorde Court
Clearwater, Florida 33761

The corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

ARTICLE VII

ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and

incorporators are:

Heather A. Howells
2675 Concorde Court
Clearwater, Florida 33761

ARTICLE VIII

REGISTERED AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That A SENIOR'S SOLUTION REFERRAL AND PLACEMENT SERVICE, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of St. Petersburg, County of Pinellas, State of Florida, has named Heather A. Howells, 2675 Concorde Court, Clearwater, Florida 33761, as its registered agent to accept service of process within this state.

ARTICLE IX

MISCELLANEOUS

A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.

B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, have hereunto set her hand and seal this 19th day of JANUARY, 2000, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered in the presence of:

Witness

Witness

Heather A. Howells

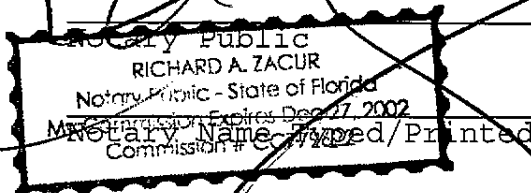
STATE OF FLORIDA

COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of JANUARY, 2000, by Heather A. Howells, who is personally known to me or who has produced _____ as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

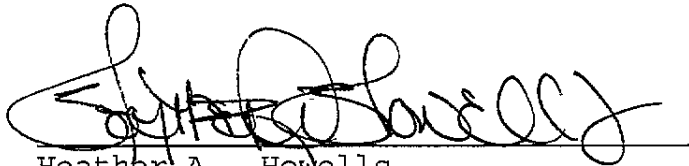
Witness my hand and official seal this 19th day of JANUARY, 2000.

My Commission Expires



REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

A handwritten signature in black ink, appearing to read "Heather A. Howells", written over a horizontal line.

Heather A. Howells
Registered Agent

FILED
00 JAN 24 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA