

PO0000040189

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H00000018553 8))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : WHITE & CASE
Account Number : 075410002143
Phone : (305) 371-2700
Fax Number : (305) 358-5744

FILED
00 APR 21 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SENIOR NETWORKS HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

1540105-0001
Return to MBW.

4/21/00 11:43 AM
FROM W&C LLP MIAMI

N. Culligan, APR 21 2000

Fax Audit No. H00000018553

FILED
00 APR 21 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SENIOR NETWORKS HOLDINGS, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I
Name and Principal Office of Corporation

The name of this Corporation shall be Senior Networks Holdings, Inc. The street address of the Corporation shall be 7500 NW 25th Street, Unit 2, Miami FL 33122.

ARTICLE II
Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III
Stock

The total authorized capital stock of the Corporation shall be 1,000 shares of Common Stock, par value \$.0001 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Daniel Suarez

-1-

04/19/00 4:10 AM
miami 206609 v1 [mmd-arti]

Fax Audit No. H00000018553

(FBI) 4 21 00 12:10/ST. 12:06/NO. 4261180394 P 2

FROM W&C LLP MIAMI

7500 NW 25th Street, Unit 2
Miami, FL 33122

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 7500 NW 25th Street, Unit 2, Miami, Florida 33122. The name of the initial Registered Agent of this Corporation at the above address shall be Daniel Suarez.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) person, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of four persons.

ARTICLE VIII
Initial Board of Directors

The names and street addresses of the members of the initial Board of Directors of this Corporation, who shall hold office until the First Annual Meeting of Shareholders, and thereafter until their successors are elected and have qualified, is as follows:

Daniel Suarez
7500 NW 25th Street, Unit 2
Miami, FL 33122

Jack Peeples
7500 NW 25th Street, Unit 2
Miami, FL 33122

Eric Robinson
7500 NW 25th Street, Unit 2
Miami, FL 33122

Ilkka Ojala
7500 NW 25th Street, Unit 2
Miami, FL 33122

ARTICLE IX
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE X
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE XI
Liability and Indemnification

The personal liability of the directors and officers of the Corporation is hereby eliminated to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented.

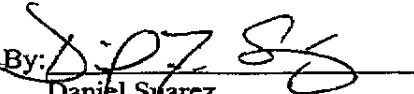
The Corporation shall, to the fullest extent permitted by the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify from and against any and all of the expenses, liabilities or other matters, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XI
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

Fax Audit No. H00000018553

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 20th day of April, 2000.

By: 
Daniel Suarez

-4-

04/19/00 4:10 AM
miami 200609 v1 [mumd-arti]

Fax Audit No. H00000018553

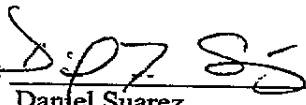
5 P 4261180394 NO. 4261180394 ST. 12:06/NO. 4261180394 P 5 (FRI) 4.21.00 12:11/ST. 12:06/NO. 4261180394 P 5

FROM W&C LLP MIAMI

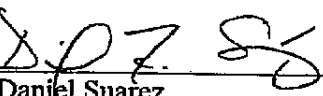
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following
is submitted:

Senior Networks Holdings, Inc. desiring to organize as a corporation under the
laws of the State of Florida, has designated 7500 NW 25th Street, Unit 2, Miami, Florida 33122,
as its initial Registered Office and has named Daniel Suarez, located at said address as its initial
Registered Agent.

By: 
Daniel Suarez
Incorporator

Having been named Registered Agent for the above stated corporation, at the
designated Registered Office, the undersigned hereby accepts said appointment and agrees to
comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said
office. The undersigned further agrees to comply with the provisions of all statutes relating to
the proper and complete performance of the undersigned's duties, and the undersigned is familiar
with and accepts the obligations of the undersigned's position as registered agent.

By: 
Daniel Suarez
Registered Agent

FILED
00 APR 21 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA