

**P000000041701**  
LAW OFFICES  
*Barbara L. Wolf, P.A.*  
A PROFESSIONAL ASSOCIATION

Attorney Barbara L. Wolf

2425 East Commercial Boulevard  
Marwayne Office Plaza, Suite 307  
Fort Lauderdale, FL 33308

**FILED**  
00 APR 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FL 32314  
Telephone: (954) 351-6889  
Fax: (954) 492-1112

April 23, 2000

Secretary of State of Florida  
PO Box 6327  
Tallahassee, FL 32314

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-04/24/00--01150--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation of First Financial Senior Group, Inc.

Dear Secretary of State:

Please find enclosed the original and one copy of the Articles of Incorporation of First Financial Senior Group, Inc., along with a check for \$70 as the filing fee. Please file the original Articles, and date stamp the enclosed copy for my records and return to me for my records. Thank you.

Sincerely,

*Barbara Wolf*  
Attorney Barbara L. Wolf

BLW:lw  
encl.

S. Thompson APR 26 2000

**ARTICLES OF INCORPORATION  
OF  
FIRST FINANCIAL SENIOR GROUP, INC.**

**FILED**  
00 APR 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, hereby associated together for the purpose of becoming a Corporation under the Laws of the State of Florida, F.S. 607, by and through the provisions of the Statutes of the State of Florida, providing for the formation, liabilities, rights, privileges, and immunities of corporations.

**ARTICLE I**

The name of the Corporation shall be:

**FIRST FINANCIAL SENIOR GROUP, INC.**

Its principal place of business shall be located at 1000 W. McNab Road, Pompano Beach, FL 33069, or at such other places in the State of Florida, the United States or foreign countries as may, from time to time, be authorized by the Board of Directors.

**ARTICLE II**

The general nature of the business or businesses to be transacted by the Corporation is as follows: FIRST FINANCIAL SENIOR GROUP, INC. shall be authorized to do any and all activities or business permitted under the laws of the United States and of this State, as fully and to the same extent as natural persons might or could do or to do anything that may lawfully be done by a corporation.

**ARTICLE III**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time shall be 7500 shares of common stock without par value. All of the aforementioned stock is to be issued as fully paid for and exempt from

assessment. The capital stock may be paid for in money, property, labor, services or promises to perform services in the future, at a just valuation to be fixed by the Incorporator(s) or by the Director(s) at a meeting called for such purpose.

#### ARTICLE IV

This Corporation shall have perpetual existence.

#### ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors consisting of no less than (1) member, and all such business shall require a 51% majority vote for all actions hereunder.

#### ARTICLE VI

The names and post office addresses of the first Board of Directors of this Corporation, who shall hold office for the first year of the existence of this Corporation, or until their successors are elected and have qualified, are:

Herbert L. Kaye  
1000 W. McNab Road  
Pompano Beach, FL 33069

Sharon R. Kaye  
1000 W. McNab Road  
Pompano Beach, FL 33069

Debra L. Kaye  
1000 W. McNab Road  
Pompano Beach, FL 33069

#### ARTICLE VII

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to

the stockholders and approved at a stockholders' meeting by a 51% majority vote of the stock entitled to vote, unless all of the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLES VIII

The offices to be held by the above named Directors are as follows:

President	-	Herbert L. Kaye
Vice-President	-	Sharon R. Kaye
Secretary	-	Debra L. Kaye
Treasurer	-	Debra L. Kaye

#### ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation, and a statement of the number of shares of stock which each agrees to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Barbara L. Wolf	2425 E. Commercial Blvd. Fort Lauderdale, FL 33308	7500

## ARTICLE X

The name and address of the initial registered agent is:

Attorney Barbara L. Wolf  
2425 E. Commercial Blvd.  
Suite 307  
Fort Lauderdale, FL 33308

The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.

## ARTICLE XI

Each director and officer of the Corporation, now or hereafter serving as such, shall be indemnified by the Corporation against any and all claims and liabilities to which he has or shall become subject by reason of serving or having served as such as director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the Corporation shall reimburse each such person for all legal expenses reasonably incurred by him in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his actual, reasonable, and necessary expenses incurred in connection with the matter involved. The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the Corporation may otherwise be entitled by law.

## ARTICLE XII

The Bylaws of the Corporation shall be made, altered or rescinded by a 51% majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each Director of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon.

## ARTICLE XIII

The Corporation, at its option, shall have the right to purchase back at fair market value all shares of any stockholder and remove any officer and/or director upon clear and convincing evidence or a Court ruling that such stockholder, director and/or officer did commit willful misconduct or gross negligence to the detriment of the Corporation. The option is to be exercised only by a majority of the stockholders who are not the subject of the vote.

## ARTICLE XIV

The provisions of this Charter and each and every Article and section hereof, and the By-laws (if enacted) of this Corporation shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association and/or corporation dealing with this Corporation is hereby charged with notice and knowledge of this Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on the 19<sup>th</sup>  
day of April, 2000.

Barbara L. Wolf  
Barbara L. Wolf

STATE OF FLORIDA  
COUNTY OF BROWARD

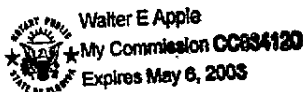
BEFORE ME, the undersigned authority, personally BARBARA L. WOLF,  
either X personally known to me or \_\_\_\_\_ who produced  
\_\_\_\_\_ as identification as the person described in and who  
executed and subscribed the foregoing Articles of Incorporation, and she  
acknowledged before me that she executed the same and subscribed to the same for  
the purposes therein expressed.

WITNESS my hand and official seal on the 19 day of April, 2000.

My Commission expires:

Walter E. Apple  
Notary Public, Signature

Walter E. Apple  
Notary Public, Written Name



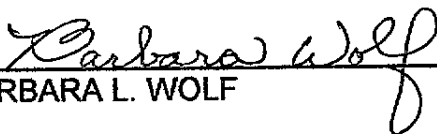
**CERTIFICATE DESIGNATING REGISTERED AGENT UPON  
WHOM PROCESS MAY BE SERVED WITHIN THIS STATE**

**FILED**  
00 APR 24 AM 8:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In pursuance of the General Corporations Act F.S. 607 under the laws of the State of Florida, the following is submitted in compliance with said Act:

That FIRST FINANCIAL SENIOR GROUP, INC., a Florida corporation qualified to do business under the laws of this State, with its principal office at 1000 W. McNab Road, Pompano Beach, FL 33069, Broward County, Florida, has appointed BARBARA L. WOLF as its agent to accept service of process within this State at: 2425 E. Commercial Blvd., Suite 307, Fort Lauderdale, FL 33308.

Having been named to accept service of process for the abovestated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
BARBARA L. WOLF