

PO00000043628

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.

((H00000023796 6))

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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)541-3694
Fax Number : (305)541-3770

FILED
2000 MAY -1 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

SENIOR PLACEMENT SERVICES OF FLORIDA, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (1), Page Count (08), and Estimated Charge (\$78.75).

AR 5/2

H00000023796

FILED

2000 MAY -1 AM 8:45

8

ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

SENIOR PLACEMENT SERVICES OF FLORIDA, INC.

The undersigned, hereby associate together for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provision 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: SENIOR PLACEMENT SERVICES OF FLORIDA, INC. Its principal place of business shall be located at 8055 W. McNab Road, Ft. Lauderdale, Broward County, Florida, 33321, or at such other points or 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: Senior placement services and 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 this Corporation is

This Document Prepared By:

Kenneth C. Bronchick, P.A.  
100 W. Cypress Creek Road #910  
Ft. Lauderdale, FL 33309  
Telephone No. (954) 938-9300  
Florida Bar No. 434434

H00000023796

H000 00023796

authorized to have outstanding at any time shall be 1,000,000.00 of Common Stock.

The common 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, commencing upon the filing of these Articles.

ARTICLE V

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1) Directors, the exact number of Directors may be set by the By-Laws (when enacted) of this Corporation. Directors need not be stockholders.

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: Dan J. Galeoto, 1680 NW 104 Avenue, Coral Springs, Florida 33071; Dara Livingston, 14011 Langley Place, Davie, Florida, 33325; and Marion Kozakiewicz, 2617 NW 98 Way, Coral Springs, Florida 33065.

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

H000 00023796

H00000023796

stockholders' meeting by at least a majority 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.

ARTICLE VIII

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

PRESIDENT: DARA LIVINGSTON  
VICE PRESIDENT: DAN J. GALEOTO  
SECRETARY: MARION KOZAKIEWICZ  
TREASURER: MARION KOZAKIEWICZ

ARTICLE IX

The names and post office addresses of each subscriber of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dan J. Galeoto	1680 NW 104 Avenue Coral Springs, FL 33071
Dara Livingston	14011 Langley Place Davie, FL 33325
Marion Kozakiewicz	2617 NW 98 Way Coral Springs, FL 33065

ARTICLE X

The name and address of the initial registered agent is:

Dan J. Galeoto  
8055 W. McNab Road  
Ft. Lauderdale, Florida, 33321

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

H00000023796

H00000023796

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 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 wilful 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 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.

H00000023796

H00000023796

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 wilful 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, we have hereunto set our hands and seals.

*Dan J. Galesto April 28, 2000* (SEAL)  
 DAN J. GALESTO DATE

*Dara Livingston April 28, 2000* (SEAL)  
 DARA LIVINGSTON DATE

*Marion Kozakiewicz May 1, 2000* (SEAL)  
 MARION KOZAKIEWICZ DATE

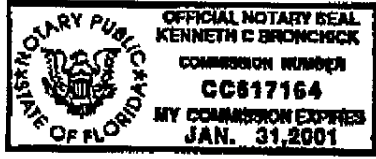
H00000023796

H00000023796

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 28<sup>th</sup>  
day of April, 2000 by DAN J. GALEOTO and DARA LIVINGSTON, who are  
personally known to me or who have produced Florida Drivers License and  
Florida Drivers License as identifications and who did not take an  
oath.

My Commission Expires:

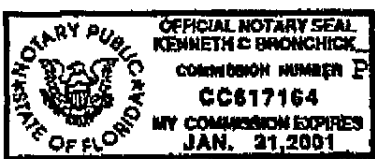


[Signature]  
NOTARY PUBLIC (SEAL)  
Kenneth C. Bronchick  
Printed Name of Notary

STATE OF FLORIDA  
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 1<sup>st</sup>  
day of May, 2000 by MARION KOZAKIEWICZ, who is personally known to  
me or who has produced Florida Drivers License as identifications  
and who did not take an oath.

My Commission Expires:



[Signature]  
NOTARY PUBLIC (SEAL)  
Kenneth C. Bronchick  
Printed Name of Notary

H00000023796

FILED

H00000023796

2000 MAY -1 AM 8 45

CERTIFICATE DESIGNATING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED WITHIN THIS STATE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That SENIOR PLACEMENT SERVICES OF FLORIDA, INC., a  
Florida corporation qualified to do business under the laws of this  
State, with its principal office at Broward County, Florida, has  
appointed DAN J. GALEOTO as its agent to accept service of process  
within this State at: 8055 W. McNab Road, Ft. Lauderdale, FL 33321.

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

BY: Dan J. Galeoto  
Dan J. Galeoto  
Registered Agent

H00000023796