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Division of Corporations

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To: Division of Corporations
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TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

National Senior Benefits, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

AR 5/17
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

NATIONAL SENIOR BENEFITS, INC.

The undersigned, acting as Incorporator for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I: The name of the Corporation is National Senior Benefits, Inc.

ARTICLE II: The principle place of business and mailing address of this Corporation shall be 1380 Miami Gardens Drive, Suite 255, North Miami Beach, FL 33179.

ARTICLE III: The aggregate number of shares of stock that National Senior Benefits, Inc. shall have the authority to issue and have outstanding at any one time is 1000 shares of the Capital Stock with a par value of \$.0025 per share.

Initial Issue: 1000 shares of the Capital Stock of National Senior Benefits, Inc. shall be issued at a par value of \$.0025 per share.

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Dividends: The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the Capital Stock of National Senior Benefits, Inc.

Class of Stock: The shares of National Senior Benefits, Inc. are not to be divided into Classes.

ARTICLE IV: The name and Florida street address of the initial Registered Agent are:

SCOTT ALAN ORTH
1380 MIAMI GARDENS DRIVE
SUITE 255
NORTH MIAMI BEACH, FL 33179

ARTICLE V: The name and address of the Incorporator are:

LAW OFFICE OF SCOTT ALAN ORTH
1380 MIAMI GARDENS DRIVE
SUITE 255
NORTH MIAMI BEACH, FL 33179

ARTICLE VI: The purpose for which National Senior Benefits, Inc. is organized is to engage in any activity of business permitted under the laws of the state of Florida and of the United States.

ARTICLE VII: The initial Board of Directors shall consist of one Director, Scott Alan Orth or his designee/successor; a director is not required to be a resident of the state of Florida nor be a shareholder of National Senior Benefits,

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Inc. However, National Senior Benefits, Inc. shall be authorized to increase or decrease the number of members of the Board of Directors by a vote of two-thirds of the Shares of Stock in favor of such a proposal.

ARTICLE IIX: The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, is as follows:

Scott Alan Orth
1380 Miami Gardens Drive
Suite 255
North Miami Beach, FL 33179
(305) 945-7290

ARTICLE IX: Two-thirds of the Stockholders of National Senior Benefits, Inc. shall be required for any shareholder action.

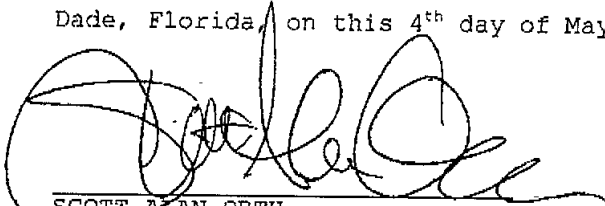
ARTICLE X: The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a Stockholders meeting, with not less than a two-thirds vote of the common stock.

ARTICLE XI: The holders of the common stock of National Senior Benefits, Inc. shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such share(s) of the stock of National Senior Benefits, Inc. as may be issued for

money, any property, or services from time to time, in addition to that stock authorized and issued by National Senior Benefits, Inc. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE XII: Where permitted by law, the Board of Directors will be permitted to conduct meetings of the Board of Directors by conference telephone call, provided two-thirds of the Board of Directors consent to said meeting via conference telephone call. Said consent must be confirmed in writing.

IN WITNESS OF, the undersigned has made and subscribed of these Articles of Incorporation in the County of Miami-Dade, Florida, on this 4th day of May, 2000.



SCOTT ALAN ORTH
REGISTERED AGENT AND INCORPORATOR

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