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EFFECTIVE DATE

6-26-00

FILED  
00 JUN 29 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*e/r*  
Ann Diermenjian  
1246 Ranchwood Drive E.  
Dunedin, Florida 34698

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\*\*\*\*\*75.00 \*\*\*\*\*75.00

✓ FLORIDA DEPARTMENT OF STATE  
✓ Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32301  
Attention: Sandra B. Mortham, Director

Dear Ms. Mortham,

Enclosed are the completed Articles of Incorporation for :

ALL SENIOR REFERRAL AGENCY INC.

together with my check in the amount of \$75.00 covering the required  
filing fees. Please file said Articles.

Sincerely,

*Ann Diermenjian*

Ann Diermenjian

*e/r*

D. BROWN JUN 30 2000

EFFECTIVE DATE

6-26-00

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

I, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of immunities and liabilities of Corporations for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

ALL SENIOR REFERRAL AGENCY INC.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, which should be designated "Common Stock".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is:

1246 Ranchwood Drive E.  
Dunedin, Florida 34698

The name of the initial registered agent of this Corporation at that address is:

Ann Diermenjian  
*AKI*

ARTICLE VII

This Corporation shall have ~~Two Directors~~ initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

The names and street addresses of the members of the first Board of Directors are as follows:

*AKI*  
Ann Diermenjian  
1246 Ranchwood Drive E.  
Dunedin, Florida 34698

*George DIERMENJIAN*  
*1246-RANCHWOOD DRIVE E.*  
*DUNEDIN, FLORIDA, 34698*

## ARTICLE IX - INCORPORATORS

The names and addresses of the initial subscribers signing these Article are as follows:

<sup>EIR</sup>  
Ann Diermenjian  
1246 Ranchwood Drive E.  
Dunedin, Florida 34698

George DEIRHEJIAN  
1246-RANCHWOOD DRIVE E.  
DUNEDIN, FLORIDA. 34698

## ARTICLES X - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and Shareholders.

## ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

<sup>EIR</sup>  
Ann Diermenjian - 1000 Shares

George DEIRHEJIAN - 1000 Shares

Shares held by the initial shareholders listed above may not be resold or othrwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLES XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held, upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT


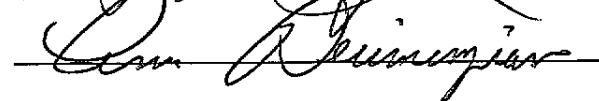
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of Section 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed our seals to these Articles of Incorporation,

X on this 26<sup>th</sup> day of June, 2000

X   
X 

STATE OF FLORIDA

County of : Pinellas

BEFORE ME, the undersigned authority, personally appeared,

Ann Diermenjian

*George DEIRMEJIAN*

who, being first duly sworn, deposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me tht he executed same for the purpose therein expressed.

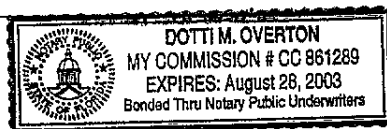
WITNESS my hand and official seal in the above named  
County and State

this 36th day of June, 2000

*Dotti M. Overton*

Notary Public, State of Florida

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICLE FOR THE  
SERVICES OF PROCESS WITHIN THIS STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

FILED  
00 JUN 29 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the  
following is submitted.

ALL SENIOR REFERRAL AGENCY INC.

Desiring to organize under the laws of the State of Florida  
with it's principal office as indicated in the Article of  
Incorporation at:

1246 Ranchwood Drive E.  
Dunedin, Florida 34698

County of Pinellas, State of Florida, has named

*E/R*  
Ann ~~Dimenjian~~ *OR*  
*George DeRHEWIAN*

at that address, as it's agent to accept service of process  
within this State.

ACKNOWLEDGEMENT:

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

X *Ann Dimenjian*  
X *George DeRHEWIAN*