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July 26, 2000

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P. O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

800003352568--C  
-08/10/00-01075-002  
\*\*\*\*\*87.85 \*\*\*\*\*87.50

Dear Mr. Secretary:

Enclosed, please find the original and one (1) copy of the ARTICLES OF INCORPORATION for filing with the Secretary of State, with regard to incorporating my Section 501(c)(3) business:

RETIRED RETREADS, INC.

My personal check #5022, payable to the FLORIDA DEPARTMENT OF REVENUE, in the sum of Eighty-Seven Dollars and Eighty-Five Cents (\$87.85), representing the filing fee for this service is attached.

Please forward an executed copy of the filed ARTICLES OF INCORPORATION to the following address:

ELOISE MORGAN  
2032 KENWOOD ROAD  
WEST PALM BEACH, FLORIDA 33409-6420

Very truly yours,

*Eloise Morgan*  
ELOISE MORGAN, SECRETARY

FILED  
00 AUG 10 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T BROWN AUG 17 2000

ARTICLES OF INCORPORATION

OF

RETIRED RETREADS, INC.

FILED  
00 AUG 10 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation, under Section 501(c)(3) of the Internal Revenue Code and under the Florida Corporation Act, does hereby adopt the following ARTICLES OF INCORPORATION:

ARTICLE I

The name of the Corporation shall be RETIRED RETREADS, INC.

ARTICLE II

The existence of the Corporation shall commence with the filing of these ARTICLES OF INCORPORATION and shall be perpetual.

ARTICLE III

The Corporation will be engaged in the business of contacting companies who might be interested in hiring SENIOR CITIZENS who were forced into retirement because of their age but who are looking for work because they are not ready for retirement.

ARTICLE IV

The initial Registered Agent of the Corporation will be ELOISE F. MORGAN of 2032 KENWOOD ROAD, WEST PALM BEACH, FLORIDA 33409.

ARTICLE V

The total number of shares of stock initially authorized to be issued by the Corporation will be ONE HUNDRED (100) shares of Capital Stock at NO PAR VALUE.

ARTICLE VI

The Corporation will have initially, no Board of Directors. This may change in the course of business progression, in accordance with the By-Laws of the Corporation.

ARTICLE VII

The names and addresses of the incorporators of these Articles of Incorporation:

Edwin H. Shepherd, 714 Ocean Dunes Cr, Jupiter, Florida; Pres.  
Ira Goldman, 4471 LUXEMBOURG COURT - 108, Lake Worth, Florida; V-Pres. TREAS.  
Eloise Morgan, 2032 Kenwood Rd. West Palm Beach, Florida; Sec.

ARTICLE VIII

The Corporation reserves the right to amend any provision of these Articles of Incorporation, or any amendment(s) thereto, and any right conferred upon the Stockholders is subject to this reservation.


RETIRED RETREADS, INC.

ARTICLE IX

and business  
The current working address is 2004 Lake Osborne Drive, Lake Worth, Florida 33463. This address may be changed from time to time if the President so desires.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATORS HAVE EXECUTED THESE ARTICLES OF INCORPORATION THIS 1st DAY of AUGUST, 2000.

  
EDWIN H. SHEPHERD, PRESIDENT

  
IRA GOLDMAN, V-PRES.

  
ELOISE MORGAN, SECRETARY

STATE OF FLORIDA                     )  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgements in the State of Florida and County of Palm Beach personally appeared the above named Officers known to me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me to be the persons who executed the same.

  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



Diana G. Pinkston  
My Commission CC630434  
Expires March 17, 2001

CERTIFICATION OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Persuant to the provisions of section 607.0501, Florida Statutes, the undersigned incorporator for the corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida:

1. The name of the Corporation is: RETIRED RETREADS, INC.
2. The name and address of the Registered Agent and office is: ELOISE MORGAN,  
2032 KENWOOD ROAD, WEST PALM BEACH, FLORIDA 33409

Incorporator:

Eloise Morgan  
ELOISE MORGAN

Date: 8-1-2000

FILED  
00 AUG 10 AM 9:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named as Registered Agent and to accept service of process for the above Corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

Signature

Eloise Morgan

Date

8-1-2000