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TRANSMITTAL LETTER

FILED

00 AUG 10 AM 10:41

SEC. OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/10/00-01069-024
*****78.75 *****78.75

SUBJECT:

ELDER ASSURANCE SERVICES, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee
☒ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy
☐ \$87.50 Filing Fee, Certified Copy & Certificate of Status

ADDITIONAL COPY REQUIRED

FROM: George R. Hentschel
Name (Printed or typed)

3649 Crown Point Court
Address

Jacksonville FL 32257
City, State & Zip

904-262-2684
GAVE Daytime Telephone number

Mr. Hentschel
AUTHORIZATION BY FAX TO
CORRECT Art I
DATE 8-21-00
DOC. EXAM BR

NOTE: Please provide the original and one copy of the articles.

D. BROWN AUG 2 1 2000

W-20330

ARTICLES OF INCORPORATION
OF
ELDER ASSURANCE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers, all being sui juris, do hereby agree for ourselves, under the laws of the State of Florida, Florida Statute 607 et seq, and the provisions therein providing for the formation, rights, liabilities, privileges, benefits, and obligations conferred and imposed by said laws on corporations for profit, do hereby subscribe to and adopt the Articles set forth herein.

ARTICLE I. NAME

The name of this Corporation shall be Elder Assurance Services, Inc.

ARTICLE II. PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 3649 Crown Point Court, Jacksonville, Florida 32257.

ARTICLE III. PURPOSE

The general and specific purposes for which Elder Solutions of Florida, Inc. is organized are to:

- A. Engage in the business of management services to individuals.
- B. Purchase, sell, receive take by grant, gift or devise, bequest or otherwise, own, hold, improve, through experimentation in full or by an interest in related entities and development designed and appropriate for intra- structural development.
- C. To transact the business of investing on behalf of itself or others, and part of its capital and such additional funds as it may obtain, or any interest therein, either as tenant in common or other wise, and selling or other wise disposing of the same, or any part thereof, or interest therein.
- D. To invest in new and existing enterprises on its own or by the mechanism of joint venture.

E. To procure, interview, investigate, recommend for employment, supervise and evaluate employees including, but not limited to, individuals, groups, forces, and contractors, to engage in the Corporation's objectives.

F. To do everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all other things incidental to or connected with the general business that is not forbidden by contrary to or inconsistent with the Florida Corporate Laws and these Articles of Incorporation; whether in the State of Florida or in any other state, territory, district, or possession of the United States or in any foreign country in which the Corporation might do or engage business.

G. To purchase the corporate assets of any other corporation engaged in the same or, dissimilar character of business.

H. To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

I. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

ARTICLE IV. TERM OF EXISTENCE

The Corporation shall have perpetual existence starting on the date these articles of incorporation are filed with the Florida Department of State.

ARTICLE V. CAPITAL STOCK

The capital stock of the Corporation is authorized to be 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this Corporation is 3649 Crown Point Court, Jacksonville, Florida 32257. The name of the initial registered agent at that address is George R. Hentschel.

ARTICLE VII. BOARD OF DIRECTORS

Its board of directors shall manage the business of the Corporation. The initial board of directors shall consist of two members. The names and addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
George R. Hentschel	3649 Crown Point Court Jacksonville, Florida 32257
Hanora M. Larson	3649 Crown Point Court Jacksonville, Florida 32257

ARTICLE VIII. SUBSCRIBER (S)

The name and address of the person signing these articles of incorporation as subscriber are:

<u>Name</u>	<u>Address</u>
George R. Hentschel	3649 Crown Point Court Jacksonville, Florida 32257

ARTICLE IX. Shareholder Action

A majority of the shareholders of the Corporation shall be required for any shareholder action.

ARTICLE X CORPORATE BY- LAWS

The shareholders shall have the power to adopt, amend, alter, change or repeal the By-Laws or Articles of Incorporation when purposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

ARTICLE XI PREEMPTIVE RIGHTS

The holders of the common stock of this Corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this Corporation as may be issued for money, or any property or services from time to time, in addition to the stock authorized and issued by the Corporation. The preemptive rights of any holder are determined by the ration of the authorized and issued shares of stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XII VOTING RIGHTS

The shareholders of this Corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as any candidates as he may wish. Notice must be given by any shareholder to the President or a Vice President of said Corporation not less than 24 hours prior to the time set for the holding of a shareholders' meeting for the selection of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE XIII SHARE TRANSFER RIGHTS

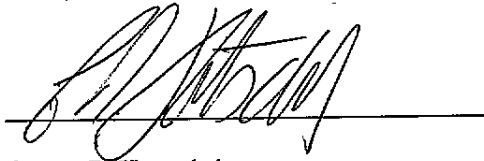
No shareholder, his heirs, personal representative or assigns, shall transfer, sell, assign, pledge or otherwise dispose of his shares of stock in this Corporation or to other stockholders without written notice as hereinafter provided. The offer to sell the stock shares shall be made to the Corporation at a price of book value and said offer shall remain open to the Corporation for a period of 30 days after receipt of the offer by the shareholder, the shares may be freely transferred.

AMENDMENT

The Corporation reserves the right to amend or repeal any provisions in these articles of incorporation in the manner provided by law. Any right conferred on the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executed these articles of incorporation on August

8, 2000.

A handwritten signature in dark ink, appearing to read "G. Hentschel", is written over a horizontal line.

George R. Hentschel

STATE OF FLORIDA

COUNTY OF Duval

The forgoing articles of incorporation were acknowledged before me this 8th day of August, 2000, by
George R. Hentschel, who is personally known to me or who has produced FL/DL as identification and
who did/did not take an oath.



CHARLOTTE WILLIAMS
COMMISSION # CC 655780
EXPIRES JUN 15, 2001
BONDED THRU
ATLANTIC BONDING CO. INC.

Charlotte Williams

NOTARY PUBLIC


Commission Number: _____


My commission expires: _____

The undersigned, being all of the incorporators of Elder Assurance Services, Inc. do hereby consent to the following persons being elected as the initial directors of Elder Assurance Services, Inc.

<u>Name</u>	<u>Address</u>
George R. Hentschel	3649 Crown Point Court Jacksonville, Florida 32257
Hanora M. Larson	3649 Crown Point Court Jacksonville, Florida 32257

A meeting of the initial directors is hereby called for at 10:00 a.m., 3649 Crown Point Court, Jacksonville, Florida 32257, on August 8, 2000, to complete the organization of the corporation.


____ August 8, 2000
George R. Hentschel


____ August 8, 2000
Hanora M. Larson

CONSENT TO SERVE AS REGISTERED AGENT

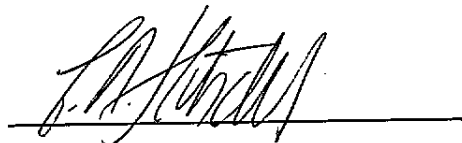
FOR

ELDER ASSURANCE SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named in the State of Florida as registered agent and to accept service of process for the above stated Corporation, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Date: August 8, 2000



George R. Hentschel