

LAW OFFICES OF C. THOMAS COWNE

PO1000003533

December 19, 2000

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

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-01/05/01--01070--002
*****78.75 *****78.75

Re: Articles of Incorporation - Senior Advisory Group, Inc.

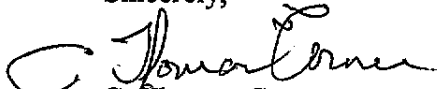
To Whom It may Concern:

Please find enclosed the original and two (2) conforming copies of the Articles of Incorporation being filed by my client, Senior Advisory Group, Inc. Based upon our search of the records, this name is available for use by my client.

Also, please find enclosed a check payable to the Florida Secretary of State in the amount of \$78.75 for the filing fee, the designation of a Registered Agent and a certified copy of the Articles of Incorporation. Please mail these documents and a confirmation of acceptance to my office.

If you have any questions please call my office at (727) 943-0400.

Sincerely,


C. Thomas Cowne
Attorney at Law

FILED
01 JAN -5 AM 11:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures: Original and one copy of Articles of Incorporation, Check, and Self-Addressed Envelope

C. Thomas Cowne, Attorney at Law



ARTICLES OF INCORPORATION
OF
SENIOR ADVISORY GROUP, INC.

FILED
01 JAN -5 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE 1

NAME

- 1.1) **NAME.** The name of the corporation is Senior Advisory Group, Inc.

ARTICLE 2

PURPOSE AND POWERS

- 2.1) **PURPOSE.** The purpose or purposes for which this corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

- 2.2) **POWERS.** This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 3

CAPITAL STOCK

- 3.1) **NUMBER OF SHARES.** The maximum number of shares that this corporation shall have the authority to issue is 7500 shares of Common Shares with a par value of \$1.00. All Common Shares shall be identical with each other in every respect

and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have a right to vote

3.2) INITIAL ISSUE. One thousand (1,000) shares of the capital stock of this corporation shall be issued for cash at the par value of \$1.00.

3.3) 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 this corporation.

3.4) CLASSES OF STOCK AND SHARES IN SERIES. The shares of this corporation are not to be divided into classes. This corporation is not authorized to issue shares in series.

ARTICLE 4

CORPORATE EXISTENCE AND PERIOD OF DURATION

4.1) CORPORATE EXISTENCE. The existence of this corporation shall begin on the date these Articles are filed.

4.2) PERIOD OF DURATION. The period of duration of this corporation is perpetual.

ARTICLE 5

INITIAL REGISTERED OFFICE AND REGISTERED AGENT AND PRINCIPAL BUSINESS OFFICE

5.1) INITIAL REGISTERED OFFICE AND REGISTERED AGENT. The street address of the initial registered office of this corporation is 40347 U.S. Highway 19

N., Suite 113, Tarpon Springs, Florida 34689 and the name of the initial registered agent of this corporation at that address is Todd Shermer.

5.2) **PRINCIPAL BUSINESS OFFICE.** The address of the principal office of this corporation is 40347 U.S. Highway 19 N., Suite 113, Tarpon Springs, Florida 34689.

ARTICLE 6

DIRECTORS

6.1) **INITIAL BOARD OF DIRECTORS.** This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the person who shall serve as the director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is Todd Shermer, 392 Carriage House Lane, Tarpon Springs, Florida 34689.

ARTICLE 7

INCORPORATOR

7.1) **INCORPORATOR.** The name and address of the initial incorporator is Todd Shermer, 392 Carriage House Lane, Tarpon Springs, Florida 34689.

ARTICLE 8

POWERS AND RIGHTS OF SHAREHOLDERS

8.1) **PRE-EMPTIVE RIGHTS.** The holders of the common stock of this corporation shall have pre-emptive 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, property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of

any holder is determined by the ratio of the that held by that holder to all shares of common stock currently authorized and issued.

8.2) METHOD OF VOTING. 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 and to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or 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 9

AMENDMENTS

9.1) AMENDMENTS TO ARTICLE OF INCORPORATION. The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida. All rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.

ARTICLE 10

PERSONS SIGNING

10.1) PERSONS SIGNING. The name and address of the person signing these articles of incorporation is Todd Shermer, 392 Carriage House Lane, Tarpon Springs, Florida 34689.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 19th day of Dec, 2000.



TODD SHERMER

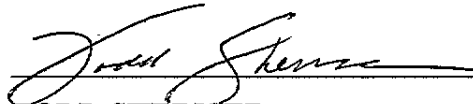
INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Senior Advisory Group, Inc.
at the place designated in the Articles of Incorporation, the undersigned is familiar with
and accepts the obligations of that position pursuant to F.S. 607.0501 (3).

12-19-00

DATE



TODD SHERMER

REGISTERED AGENT

FILED
01 JAN -5 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA