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3494 Sandpiper Court
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- Accounting & Payrolls
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February 26, 2001

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314-6327

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-02/28/01--01053--018
*****78.75 *****78.75

Gentlemen:

Enclosed are an original and one (1) copy of the **Articles of Incorporation** of

Senior Protection Group Inc

and a check for \$78.75 (\$70.00 filing fee and \$8.75 certificate.)

Please process the Articles and return them to:

Douglas C. Gilbert
3494 Sandpiper Ct
Melbourne, FL 32935-4754

Thank you!

FILED
01 FEB 28 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
of
Senior Protection Group Inc**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation for profit under the Laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Senior Protection Group Inc. The principal place of business and mailing address shall be 1250 W Eau Gallie Blvd #K, Melbourne, FL 32935-5334.

ARTICLE II - DURATION

This Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Secretary of State.

ARTICLE III - PURPOSE

This purpose of this Corporation is to provide financial and insurance advise and to transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Two Hundred Fifty Thousand (250,000) shares of no par value common stock, which shall be designated as "Common Stock". This Corporation is not authorized to issue preferred shares.

**ARTICLE V - PREFERENCES, LIMITATIONS,
AND RELATIVE RIGHTS OF SHARE OF COMMON STOCK**

Section 5.1: Dividends

The holders of record of the Common Stock of this Corporation shall be entitled to dividends at such times as the Corporation is authorized to pay dividends.

Section 5.2: Rights Upon Liquidation or Dissolution

In the event of any voluntary or involuntary liquidation, dissolution or winding up of this Corporation, the holders of record of the outstanding Common Stock shall be paid from the remaining assets of this Corporation ratably.

Section 5.3 Voting Rights

Except as otherwise provided by law, the entire voting power for the election of Directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the first right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of this Corporation is 1250 W Eau Gallie Blvd #K, Melbourne, FL 32935-5334 and the name of the initial registered agent of this Corporation at that address is Richard O Jones.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This Corporation shall have one (1) Director initially. The number of Directors may be increased from time to time as provided by the By-Laws but shall never be less than one (1). The name and address of the initial Director of the Corporation is:

Richard O Jones 1250 W Eau Gallie Blvd #K, Melbourne, FL 32935-5334

ARTICLE IX - INCORPORATOR

The name and address of the person signing these Articles is:

Richard O Jones 1250 W Eau Gallie Blvd #K, Melbourne, FL 32935-5334

ARTICLE X - BY-LAWS

The Directors shall adopt the initial By-Laws of this Corporation. By-Laws shall be adopted, altered, amended or repealed from time to time by either the Shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any By-Laws adopted by the Shareholders if the Shareholders specifically provide that such By-Law is not subject to amendment or repeal by the Directors.

ARTICLE XI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the Shareholders of this Corporation or those designated by them.

ARTICLE XII - COMPENSATION

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Director of the Corporation may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XIII - INDEMNIFICATION

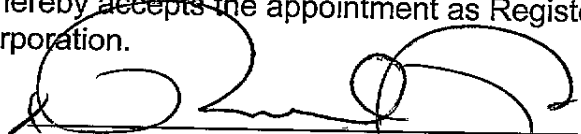
The Corporation shall indemnify any Officer or Director of any former Officer or Director, to the full extent permitted by law.

ARTICLE XIV - AMENDMENT

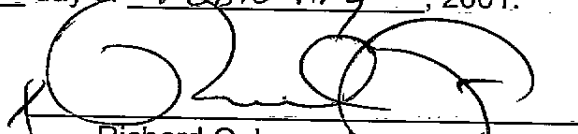
This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent contained in the foregoing Articles of Incorporation.


Richard O Jones

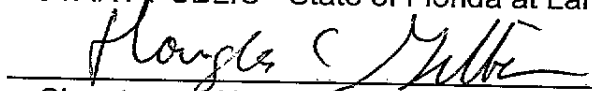
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of FEBRUARY, 2001.


Richard O Jones, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was sworn and subscribed before me this 26th day of FEBRUARY, 2001 by Richard O Jones, who is either ✓ personally known to me or who did produce as identification.

NOTARY PUBLIC - State of Florida at Large



Signature of Notary Public

Douglas C. Gilbert

Typed, printed or stamped name of Notary Public

My Commissions Expires: May 31, 2003

Seal:

