

CCRS  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

P01000045388

CONTACT: CINDY HICKS

DATE: 5-7-01

REF. #: 0174.15922

CORP. NAME: SENIOR BENEFIT GROUP  
OF FLORIDA, INC.

FILED  
01 MAY -7 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- |   |   |  |
|---|---|--|
| <input checked="" type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                        | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION                | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                        | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION          | <input type="checkbox"/> UCC-1                  | <input type="checkbox"/> UCC-3                   |
| <input type="checkbox"/> OTHER:                               |   |  |

600004138706--3  
65-07/01--01049--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

STATE FEES PREPAID WITH CHECK# 3077 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY -7 AM 10:34

J. BRYAN MAY - 7 2001

**FILED**  
01 MAY -7 AM 11:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SENIOR BENEFIT GROUP OF FLORIDA, INC.**

The undersigned incorporator, for the purpose of forming a Corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this Corporation is:

SENIOR BENEFIT GROUP OF FLORIDA, INC.

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - PURPOSES**

The purposes of the Corporation are to engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The shares of stock of this Corporation shall consist of only one class. The number of shares of stock that this Corporation is authorized to have outstanding at any one time is:

1,000 Shares of Common Stock

par value of \$1.00 per share

ARTICLE V - PRINCIPAL OFFICE

The address of the principal place of business of this Corporation shall be:

240 North Washington Boulevard  
Suite 400  
Sarasota, Florida 34236

and, the mailing address of this Corporation shall be:

240 North Washington Boulevard  
Suite 400  
Sarasota, Florida 34236

ARTICLE VI - INITIAL REGISTERED AGENT AND ADDRESS

The registered agent and street address of the registered office of this Corporation is:

Robert E. Waldrop	240 North Washington Boulevard Suite 400 Sarasota, Florida 34236
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ARTICLE VII - DIRECTORS

This Corporation shall have two (2) Directors initially. The number of Directors may be changed from time to time by Bylaws adopted by the Shareholders. The name and address of each member of the first Board of Directors is:

William Brock	240 North Washington Boulevard Suite 400 Sarasota, Florida 34236
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Belton H. Heiman	240 North Washington Boulevard Suite 400 Sarasota, Florida 34236
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ARTICLE VIII - AMENDMENT

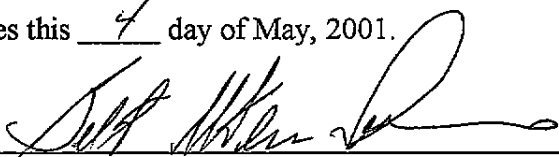
These Articles of Incorporation may be amended in certain instances by the Board of Directors as provided by statute and in certain instances by resolutions adopted by the Board of Directors, proposed by them to the Shareholders and approved at a Shareholders Meeting by a majority of the stock entitled to vote thereon.

ARTICLE IX - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Belton H. Heiman                      240 North Washington Boulevard  
Suite 400  
Sarasota, Florida 34236

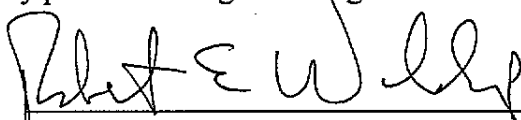
The undersigned has executed these Articles this 4 day of May, 2001.

  
\_\_\_\_\_  
Belton H. Heiman

"INCORPORATOR"

Having been named as Registered Agent and to accept service of process for SENIOR BENEFIT GROUP OF FLORIDA, INC. at the place designated in the Articles, 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.

5/4/01  
Date

  
\_\_\_\_\_  
Robert E. Waldrop

"REGISTERED AGENT"