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July 17, 2002

Secretary of State
P.O. Box 6327
Tallahassee, FL 32314

100006524781--8
-07/19/02--01034--008
*****78.75 *****78.75

Re: Gulf Coast Senior Advisors, Inc.

Gentlemen:

Enclosed please find check in the amount of \$78.75 along with Articles of Incorporation for the above-referenced.

Please return a certified copy to our office, the registered agent.

Thank you for your cooperation in this matter.

Very truly yours,


James W. Kaywell

JWK/jam
Enclosure

FILED
02 JUL 19 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
GULF COAST SENIOR ADVISORS, INC.

ARTICLE I

The name of the corporation is GULF COAST SENIOR ADVISORS, INC..

ARTICLE II

The address of the corporation's principal office is 201 W. Marion Avenue, Suite 203, City of Punta Gorda, County of Charlotte, State of Florida 33950. The name of the initial registered agent of the corporation, located at 201 W. Marion Avenue, Suite 207, Punta Gorda, Florida 33950, is James W. Kaywell.

ARTICLE III

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

The duration of the corporation shall be perpetual.

ARTICLE V

The aggregate number of shares that the corporation shall have authority to issue is 10,000 shares. All such shares shall be of a single class, designated as common, and having a par value of \$.01 per share.

ARTICLE VI

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or

except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution.

ARTICLE VII

The corporation elects to have preemptive rights.

ARTICLE VIII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

ARTICLE X

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two (2) directors whose name and addresses are as follows:

Gregory J. Karazulas
Page 2 of 3

James W. Kaywell

Articles of Incorporation of GULF COAST SENIOR ADVISORS, INC.

201 W. Marion Avenue, Ste 203
Punta Gorda, FL 33950

201 W. Marion Avenue, Ste 207
Punta Gorda, FL 33950

ARTICLE XI

The initial registered agent of the corporation is James W. Kaywell. The street address of the corporation's initial registered office is 201 W. Marion Avenue, Suite 207, Punta Gorda, Florida 33950.

ARTICLE XII

The name and address of the incorporator of the corporation is Gregory J. Karazulas, 201 W. Marion Avenue, Suite 203, Punta Gorda, Florida 33950.

IN WITNESS WHEREOF, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated: July 11, 2002

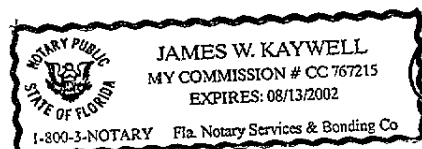


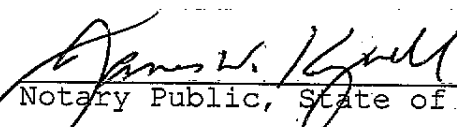
GREGORY J. KARAZULAS, Incorporator

State of Florida)
County of Charlotte) ss

Subscribed and acknowledged before me by GREGORY J. KARAZULAS, the Incorporator, who is personally known to me, on July 11, 2002.

(Affix Notary Seal)





Notary Public, State of Florida

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

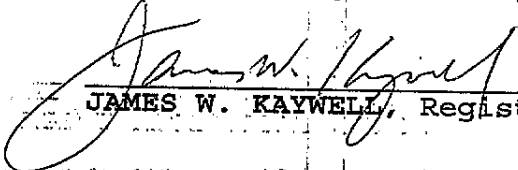
1. The name of the corporation is:

GULF COAST SENIOR ADVISORS, INC..

2. The name and address of the registered agent and office is:

James W. Kaywell
201 W. Marion Avenue, Suite 207
Punta Gorda, Florida 33950

Having been named as registered agent and to accept service of process for the above stated 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.


JAMES W. KAYWELL, Registered Agent

FILED
02 JUL 19 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA