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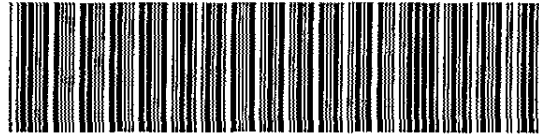
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STATE
TALLAHASSEE FLORIDA

for 2/18/04

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

Sher L. Allan
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Panama City, Florida 32401

Telephone (850) 914-2220

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February 12, 2004

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

RE: Alan Thompson Holding Corporation
Senior Benefit Services of Florida, Inc.

Dear Sirs:

Enclosed please find the following for filing as soon as possible:

1. Original and one copy of the Articles of Incorporation and Consent to Serve as Registered Agent for Alan Thompson Holding Corporation;
2. Original and one copy of the Articles of Incorporation and Consent to Serve As Registered Agent for Senior Benefit Services of Florida, Inc.;
3. Check #848 in the amount of \$78.75 for the filing fee and a certified copy of Senior Benefit Services of Florida, Inc.; and
4. Check #849 in the amount of \$78.75 for the filing fee and a certified copy of Alan Thompson Holding Corporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Sher L. Allan

SLA/dmw

Enclosures: as stated

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CLERK OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
ALAN THOMPSON HOLDING CORPORATION

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2004 FEB 13 AM 5:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is ALAN THOMPSON HOLDING CORPORATION.
803 Jenks Avenue
Panama City, FL 32401

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, but is created for the primary purpose of holding and managing real properties owned by the corporation.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one hundred shares. All such shares shall be of a single class, designated as common.

ARTICLE V

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. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

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 VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

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 directors whose name and addresses are as follows:

Alan Thompson, Jr.
803 Jenks Avenue
Panama City, Fl. 32401

Catherine K. Thompson
803 Jenks Avenue
Panama City, Fl. 32401

ARTICLE XI

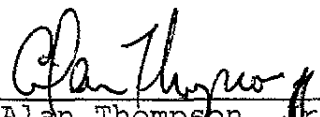
The initial registered agent of the corporation is Alan Thompson, Jr.. The street address of the corporation's initial registered office is 803 Jenks Avenue, Panama City, Fl. 32401.

ARTICLE XII

The name and address of the incorporators of the corporation are Alan Thompson, Jr. and Catherine K. Thompson, 803 Jenks Avenue, Panama City, Fl. 32401.

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:


Alan Thompson, Jr., Incorporator

Dated:


Catherine K. Thompson, Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

I, Alan Thompson, Jr., hereby consent to serve as Registered Agent in the state of Florida, for Alan Thompson Holding Corporation, a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date:



Signature of Registered Agent

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TALLAHASSEE FLORIDA