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FLORIDA PROFIT/NON PROFIT CORPORATION

GarSpen Long-term Care Insurance, Inc.

Certificate of Status	0
Certified Copy	0
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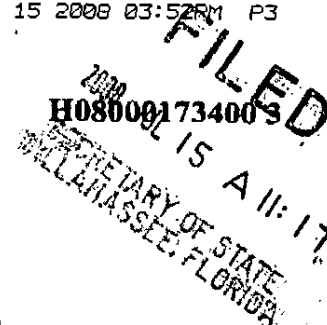
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2008



**ARTICLES OF INCORPORATION
OF**

GARSPEN LONG-TERM CARE INSURANCE, INC.

The undersigned incorporator, for the purpose of forming a corporation in the state of Florida hereby adopts the following Articles of Incorporation.

**Article I
Name and Duration**

The name of this corporation is GarSpen Long-term Care Insurance, Inc. The duration of the corporation is perpetual. The effective date upon which this corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**Article II
Principal Office**

The address of the corporation in the State of Florida is as follows: principal office is 550 Rutile Drive, Ponte Vedra Beach, Florida 32082 and the mailing address is 226-5 Solana Road, Suite 146, Ponte Vedra Beach, Florida 32082.

**Article III
Capital Stock**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ten thousand (10,000) shares having no par value.

**Article IV
Registered Office and Agent**

The street address of the registered office of this corporation is 550 Rutile Drive, Ponte Vedra Beach, Florida 32082 and the name of the registered agent of this corporation at that address is Lynette L. Brown.

**Article V
Directors**

1. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The manner of selection of directors shall be as provided in the bylaws.

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2. The names and street addresses of the members of the Board of Directors of this corporation are:

<u>Name</u>	<u>Address</u>
Robert G. Brown	550 Rutile Drive Ponte Vedra Beach, FL 32082
Lynette L. Brown	550 Rutile Drive Ponte Vedra Beach, FL 32082

3. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

Article VI **Bylaws**

The power to adopt, amend or repeal bylaws for the management of this corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to the amendment or repeal by the Board of Directors.

Article VII **Incorporator**

The name and street address of the incorporator of this corporation is Lynette L. Brown.

Article VIII **Amendment**

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15th day of July, 2008.


Lynette L. Brown, Incorporator

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**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, 607.0505 and 621.13, Florida Statutes, the following is submitted:

GarSpen Long-term Care Insurance, Inc. desiring to organize or qualify under the laws of the State of Florida hereby designates Lynette L. Brown, as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 550 Rutile Drive, Ponte Vedra Beach, Florida 32082.

July 15, 2008


Lynette L. Brown, Director

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

July 15, 2008


Lynette L. Brown, Registered Agent

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