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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

Seniority Matters Inc.

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DEPARTMENT OF STATE
09 MAY -4 PM 12:36

**SENIORITY MATTERS INC.,
a Florida non-profit corporation to be dissolved
Document No. N08000008673**

April 30, 2009

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Dear Sir/Madam:

I am the sole incorporator of Seniority Matters Inc., a Florida non-profit corporation formed under Chapter 617 of the Florida Not-For Profit Corporation Act (the "Non-Profit Corporation"). The Non-Profit Corporation has not commenced to conduct its affairs and has no directors. As sole incorporator of the Non-Profit Corporation, I am filing with the Florida Department of State Articles of Dissolution of the Non-Profit Corporation providing for dissolution of the company.

Accompanying this letter, I enclose Articles of Incorporation of Seniority Matters Inc., a Florida For Profit Corporation to be formed under Chapter 607 of the Florida Business Corporation Act (the "For-Profit Corporation"). I am the sole incorporator of the For-Profit Corporation.

Please be advised that I have no intention of revoking the dissolution of the Non-Profit Corporation upon the filing of the Certificate of Dissolution, and I hereby request that you release the name "Seniority Matters Inc." so that it can be used as the name of the For-Profit Corporation.

Very truly yours,

Nancy S. Stein

Nancy S. Stein
Sole Incorporation,
Seniority Matters Inc., a Florida non-profit corporation.

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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SENIORITY MATTERS INC.**

Pursuant to the provisions of Chapter 607 of the Florida Business Corporation Act, the undersigned does hereby execute and submit for filing with the Florida Department of State these Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is SENIORITY MATTERS INC. (the "Corporation").

ARTICLE II - ADDRESS

The initial principal office and mailing address of the Corporation is c/o Nancy S. Stein, 7220 SW 108th Terrace, Miami, Florida 33156.

ARTICLE III - PURPOSE

The Corporation shall be permitted to engage in any lawful act or activity for which corporations may or hereafter be organized under the Florida Business Corporation Act.

ARTICLE IV - CAPITALIZATION

The Corporation shall have authority to issue one thousand (1,000) shares of common stock, par value \$.01 per share.

ARTICLE V - REGISTERED OFFICE AND REGISTERED AGENT

The address of the registered office of the Corporation is 7220 SW 108th Terrace, Miami, Florida 33156, and the name of the registered agent of the Corporation at such address is Bradley H. Stein.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as Sole Incorporator are as follows:

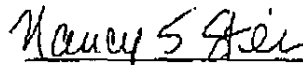
Name

Address

Nancy S. Stein

7220 SW 108th Terrace
Miami, Florida 33156

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 30 day of April 2009.



Nancy S. Stein, Sole Incorporator

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for SENIORITY MATTERS INC. at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, Florida Business Corporation Act.

Dated: April 30, 2009



Bradley H. Stein, Registered Agent

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