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FLORIDA PROFIT/NON PROFIT CORPORATION
BLUESTAR RETIREMENT SERVICES, INC.

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**ARTICLES OF INCORPORATION
OF
BLUESTAR RETIREMENT SERVICES, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I
Name**

The name of this corporation shall be BLUESTAR RETIREMENT SERVICES, INC.

**Article II
Principal Office and Mailing Address**

The principal place of business and mailing address of this corporation shall be:

822 A1A NORTH, SUITE 211
PONTE VEDRA BEACH, FLORIDA 32082

**Article III
Capital Stock**

3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 7,500 shares of common stock.

3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Article IV
Initial Registered Agent and Address**

The name and street address of the initial registered agent of this corporation are:

TIMOTHY G. WERNER
822 A1A NORTH, SUITE 211
PONTE VEDRA BEACH, FLORIDA 32082

Jonathan L. Hay, Esq.
Purcell, Flanagan, Hay & Greene, P.A.
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 456586

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Article V
Incorporator

The name and street address of the incorporator of this corporation are:

TIMOTHY G. WERNER
822 A1A NORTH, SUITE 211
PONTE VEDRA BEACH, FLORIDA 32082

Article VI
Effective Date; Duration

6.1. Effective Date. Corporate existence shall commence on the date these Articles are executed.

6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

8.1. Number of Directors. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

8.2. Initial Directors. The name and street address of the initial directors of the corporation are:

TIMOTHY G. WERNER
822 A1A NORTH, SUITE 211
PONTE VEDRA BEACH, FLORIDA 32082

8.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

8.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its board members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

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8.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article IX
Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

The incorporator affirms the facts stated in this document are true as of the 28th day of January, 2013.



TIMOTHY G. WERNER, 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 and 607.0505, Florida Statutes, the following is submitted:

BLUESTAR RETIREMENT SERVICES, INC., desiring to organize or qualify under the laws of the State of Florida, hereby designates TIMOTHY G. WERNER as its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 822 A1A North, Suite 211, Ponte Vedra Beach, Florida 32082.

DATED this 28th day of January, 2013.


TIMOTHY G. WERNER, Incorporator

Having been named as registered agent 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.

DATED this 28th day of January, 2013.


TIMOTHY G. WERNER, Registered Agent

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