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NEW FILINGS	AMENDMENTS		
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NonProfit	Resignation of R.A., Officer/	Director	
Limited Liability	Change of Registered Agent		
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OTHER FILINGS	REGISTRATION/	511	
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Fictitious Name	Foreign	•	
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CR2E031(10/92)

ARTICLES OF INCORPORATION

OF

S E INSURANCE SERVICE, INC.

These Articles of Incorporation are made and subscribed for the purposes of organizing a corporation for profit under the Florida General Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME AND PRINCIPAL ADDRESS

The name of this corporation is:

S E INSURANCE SERVICE, INC.

The principal address of the corporation is:

6428 Alesheba Lane

Sarasota, Florida 34240

ARTICLE II - PURPOSE

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares of common stock, par value off ONE DOLLAR (\$1.00) per share.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6428 Alesheba Lane, Sarasota, Florida 34240 and the name of the initial registered agent is RICK S. PUSZAKOWSKI.

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ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be:

RICK S. PUSZAKOWSKI

Address: 6428 Alesheba Lane

Sarasota, Florida 34240

ARTICLE VI - RESTRICTIONS ON MEMBERSHIP TO BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, by Bylaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII - INCORPORATION

The name and address of the person signing these Articles is:

RICK S. PUSZAKOWSKI

6428 Alesheba Lane

Sarasota, Florida 34240

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the shareholders, and except to the extent limited by the shareholders, in the Board of Directors.

ARTICLE IX - DURATION

The existence of this corporation shall commence on the date of filing these Articles, and shall be perpetual.

ARTICLE X - AMENDMENT

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 1st day of February, 1995.

RICK S. PUSZAKOWSKI Incorporator

STATE OF FLORIDA COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 1st day of February, 1995, before me, an officer duly authorized and acting, personally appeared RICK S. PUSZAKOWSKI, to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this day and year listed above written.

Notary Public

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First -- That S E INSURANCE SERVICE, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at city of Sarasota, County of Sarasota, State of Florida has named RICK S. PUSZAKOWSKI located at 6428 Alesheba Lane, City of Sarasota, County of Sarasota, State of Florida, as its agent to accept service process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Resident Agent

RICK S. PÜSZAKOWSKI

STATE OF FLORIDA COUNTY OF SARASOTA

I HEREBY CERTIFY that on this 1st day of February, 1995, before me, an officer duly authorized and acting, personally appeared RICK S. PUSZAKOWSKI, to me known to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this the day and year last aforementioned.

Notary Public

My commission expires:

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CR2E031(1/95)

Examiner's Initials

ARTICLES OF AMENDMENT

OF

S E INSURANCE SERVICE, INC.

These Amendments of the Articles of Incorporation are made and subscribed for the purposes of amending the articles of incorporation of S E Insurance Services, Inc. under Florida General Corporation Act, Chapter 607.0120, Florida Statutes.

NAME AND PRINCIPAL ADDRESS

The name of this corporation is:

S E INSURANCE SERVICE, INC.

The principal address of the corporation is:

6428 Alesheba Lane

Sarasota, Florida 34240

AMENDMENT OF NAME

This corporation is changing the corporate name to be **ELDER CARE**FINANCIAL SERVICES, INC. effective February 1, 1996

This amendment was made on February 1, 1996 unanimous by vote of the one stockholder of common stock of the corporation.

The name and address of the person signing these Amendments of the Articles

Rick S. Puszakowski 650 N. Tamiami Trail Osprey, Florida 34229

IN WITNESS WHEREOF, the undersigned Secretary has executed these Amendments of the Articles of Incorporation this 1st day of February 1996.

Rick S. Puszakowski President

STATE OF FLORIDA COUNTY OF SARASOTA

is:

I HEREBY CERTIFY that on this 1st day of February 1996, before me, an officer duly authorized and acting, personally appeared Rick S. Puszakowski, to me known and known to me to be the individual described in and who executed the foregoing instrument and acknowledged then and there before me that he executed said instrument.

WITNESS MY HAND and official seal in the County and State aforesaid this day and year listed above written.

Ferny J. Freed Notary Public

My commission expires:

Tammy J. Freed

Notary Public, State of Florida
Constitution No. CC 505010

OFFICE AND CONTRIBUTE BEFORE 1074799

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