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LETTER OF TRANSMITTAL

Date May 5, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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****123.50 ****123.50

Re: ASC ALL SENIORS CONSULTING, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of Articles of Incorporation, together with my check in the amount of \$123.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

John C. Anderson
(individual's name)
John C. Anderson

SECRET
10 AM 11 33
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

mtm
ASC ALL SENIORS CONSULTING, Inc.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
2709 5 th Crt.		
Palm Harbor, Fl. 34683		
PHONE		
(813) 408 2048		
Area Code	Number	Ext.

PROPOSED CHARTER

OF

ASC ALL SENIORS CONSULTING, INC.

I, the undersigned person, hereby present MYSELF
for the purpose of forming a corporation under the laws of the State of Florida,
and do hereby adopt the following as Articles of Incorporation, and make
application for charter in accordance with same.

ARTICLES OF INCORPORATION

ARTICLE I

The name of this corporation shall be:

ASC ALL SENIORS CONSULTING, INC.

ARTICLE II

The general nature of the business to be transacted shall be to engage in any
activity or business permitted under the laws of the United States, and the
State of Florida.

ARTICLE III

The maximum number of shares that the corporation is authorized to have
outstanding at any time shall be 750 shares of common stock
with a par value of one dollar (\$1.00) per share.

ARTICLE IV

This corporation shall exist perpetually unless sooner dissolved
according to law.

ARTICLE V

The amount of capital with which the corporation shall begin business shall
be Five Hundred dollars (\$500.00).

ARTICLE VI

The principal office of the corporation shall be located at:

2709 5 th Crt., Palm Harbor, Fl. 34683

ARTICLE VII

The number of directors of the corporation shall be not less than one, and may
be as many more as is deemed necessary.

ARTICLE VIII

The name and post office address of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation and By-Laws, shall hold office for the first year of the corporation's existence, or until a successor or successors have been elected and qualified, shall be:

<u>Name</u>	<u>Address</u>	<u>Office</u>
JOHN C. ANDERSON	2709 5th Crt.	President
JOHN C. ANDERSON	Palm Harbor, Fl. 34683	Secretary

ARTICLE IX

The name and post office address of the subscriber to the certificate of incorporation and a statement of the number of shares of stock which that subscriber agrees to take, is as follows:

<u>Name</u>	<u>Address</u>	<u>Number of shares</u>	<u>Par value: \$1.00</u>
JOHN C. ANDERSON	2709 5 th Crt. Palm Harbor, Fl. 34683	500	\$1.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLE X

The registered office of the corporation shall be: 2709 5 th Crt. Palm Harbor,
Fl. 34683

and the Registered Agent for services of process shall be: JOHN C. ANDERSON

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, or all the directors and all the stockholders sign a written statement manifesting their intention that amendment of these Articles of Incorporation be made.

In witness whereof, the undersigned has hereunto set his seal this 5 th day of MAY, in the year 1995.

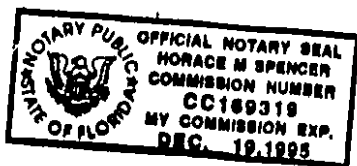
Signed: _____

John C. Anderson

**STATE OF FLORIDA
COUNTY OF PINELLAS**

I hereby certify that before me, the undersigned Notary Public in and for the State of Florida at Large, personally appeared: JOHN C. ANDERSON and HE acknowledged before me the foregoing Articles of Incorporation as HIS free act and d, and the uses and purposes therein mentioned.

In witness whereof, I have hereunto set my hand and seal at Clearwater, Pinellas County, Florida, this 5 th day of May, 19 95.



Notary Public: Horace M. Spencer

My commission expires: 12/19/95

Having been named to accept service of process for the above stated corporation, at the place designated on this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes related to the proper and complete performance of my duties.

Signed: John C. Anderson

John C. Anderson