

REPLY TO:

BARRISTER & SOLICITOR ATTORNIY - AT - LAW

330 GULP BLVD. INDIAN ROCKS BRACH, PL 34633 (TAMPA BAY ARBA) PHONB (813) 396-9078 PAX (813) 393-2192

130 ADRLAIDH ST. W., SUITE 1712 TORONTO, ONTARIO, M311 3P3 PHONE (416) 868-0626 PAX (416) 868-0332

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Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

March 25, 1996

RE: Incorporation - BAY AREA LIFETIME ASSISTANCE PLANNING CENTER, INC.

Dear Registrar:

Enclosed in duplicate are Articles of Incorporation regarding the above-named company. A preliminary search for the name indicated that there is no problem with using this name.

Also enclosed is a check in the amount of \$122.50 to cover the fees, including the furnishing of a certification to Wallace J.D. Weylie.

Thank you for your assistance.

Sincerely,

Kathryn Hoshstrasser Legal Assistant

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ARTICLES OF INCORPORATION

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OF

Bay Area Lifetime Assistance Planning Center, Inc.

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be:

Bay Area Lifetime Assistance Planning Center, Inc.

The principal place of business of this corporation shall be:

350 Gulf Blvd. Indian Rocks Beach, FL 34635

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of stock and its par value that this corporation is authorized to have outstanding at any one time is:

Ten thousand shares with a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - OFFICERS AND DIRECTORS

The name and street addr ss of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until his successor is elected is:

J. Douglas Ackman, Secretary, 7340 East 82nd Street, Suite B., Indianapolis, IN 46256

ARTICLE VI - INCORPORATORS

The name and street address of the Incorporator to these articles of incorporation is:

J. Douglas Ackman, 7340 East 82nd Street, Suite B., Indianapolis, IN 46256

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation this the 18 day of March, 1996

SIGNATURE OF INCORPORATOR

J. Douglas Ackman NAME OF INCORPORATOR

STATE OF INDIANA

COUNTY OF MARION

The forgoing instrument was acknowledged before me this 18 day of March, 1996 by J. Douglas Ackman, the incorporator of Bay Area Lifetime Assistance Planning Center, Inc., who is personally known to me and who has produced an Indiana Driyar's license as identification and who did take an oath.

NOTARY PUBLIC

SEAL SEAL

ERIC T. SIMONSEN Notary Public Marion County My Commission Expires 7/6/98

PILEO STORMARY OF STATE DIVISION OF COMPORATIONS

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

- 1. The name of the corporation is: Bay Area Lifetime Assistance Planning Center, Inc.
- 2. The name and address of the registered agent and office is: Wallace J. D. Weylie, Attorney at Law, 350 Gulf Blvd. Indian Rocks Beach, FL 34635.

TITLE:	SECRETARY	
DATE:	3.18-96	
Having been corporation, a	named to accept Service of Process for the above the place designated in this certificate, I hereby agree) E

raving been named to accept Service of Process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.325 of the Florida Statutes.

SIGNATURE:	wevertie
	WALLACE J.D. WEYLIE
DATE:	03/25/96