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FILED
95 AUG -5 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5 August 1996

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

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*****78.75 *****78.75

SUBJECT: UNITED STATES ASSOCIATION OF RETIRED PEOPLE, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.50 for the filing fee and Certificate.

FROM: RICHARD D. LEFORCE
33234 COUNTY ROAD 437 NORTH
SORRENTO, FL 32776
(352) 735-5366

Will
Wait

SECRETARY OF STATE
95 AUG -5 PM 10:34
TALLAHASSEE, FLORIDA

FILED
96 AUG -5 AM 10:48
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
UNITED STATES ASSOCIATION OF RETIRED PEOPLE, Inc.

ARTICLE I

NAME

The name of this corporation is UNITED STATES ASSOCIATION OF RETIRED PEOPLE, Inc.

ARTICLE II

PRINCIPAL OFFICE

The address for the principal office of the corporation is 33234 County Road 437 North; Sorrento, FL 32776.

ARTICLE III

PURPOSE

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

ARTICLE IV

SHARES

This corporation is authorized to issue 5,500,000 shares of ONE CENT (\$.01) par value common stock.

ARTICLE V
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized, including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial registered agent of this corporation is RICHARD D. LEFORCE, whose address is 33234 County Road 437 North; Sorrento, FL 32776.

**ARTICLE VII
INCORPORATORS**

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

NAME:	ADDRESS:
RICHARD D. LEFORCE	33234 County Road 437 North Sorrento, FL 32776

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

The initial board of directors shall consist of one director. The name and address of the initial director of this corporation is:

NAME:	ADDRESS:
RICHARD D. LEFORCE	33234 County Road 437 North Sorrento, FL 32776

**ARTICLE IX
LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceedings brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum

extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE X

SPECIAL PROVISIONS

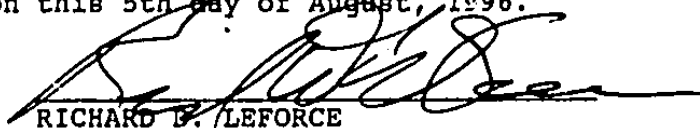
The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, 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 5th day of August, 1996.


RICHARD B. LEFORCE

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95 AUG -5 AM 10:48
STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

UNITED STATES ASSOCIATION OF RETIRED PEOPLE, Inc.

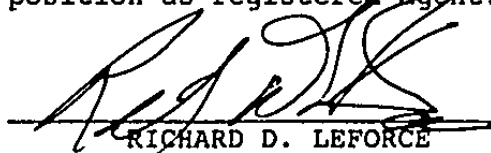
2. The name and address of the registered agent and office is:

RICHARD D. LEFORCE

33234 COUNTY ROAD 437 NORTH

SORRENTO, FL 32776

Having been named as registered agent and to accept service of
process for the above stated Corporation at the place designated
in this certificate, I hereby accept and agree to act in this
capacity. I further agree to comply with the provision 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.


RICHARD D. LEFORCE

8/5/96
(Date)