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LAW OFFICES OF  
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September 24, 1996

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

900001859459  
-09/30/96--01021--008  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: Senior Enrichment of Florida, Inc.

Dear Sir:

Enclosed please find an original and two copies of Articles of Amendment for the above-named corporation.

Kindly file the articles, returning one copy to us in the enclosed prepared envelope.

Our check covering your filing fee is also enclosed.

Very truly yours,

*Brigitte Van Tassel*  
Brigitte Van Tassel, CLU,  
Legal Assistant to  
William C. Potter, Esq.

BVT/b  
Enclosures

OCT 1 1996 BSB

FILED  
96 SEP 27 AM 11:14  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

SENIOR ENRICHMENT OF FLORIDA, INC.

FILED

96 SEP 27 AM 11:14

STATE  
FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is SENIOR ENRICHMENT OF FLORIDA, INC.

ARTICLE II

The existence of the corporation shall begin on the date of filing these Articles with the Secretary of State.

ARTICLE III

The street address of the principal office of the Corporation is 1600 West Eau Gallie Boulevard, #201, Melbourne, Florida 32935.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is One Thousand (1,000), all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 1600 West Eau Gallie Boulevard, #201, Melbourne, Florida 32935. The initial registered agent for the Corporation at that address is James D. Carraway.

ARTICLE VI

The initial board of directors shall consist of four members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
James D. Carraway	1600 W. Eau Gallie, Blvd, #201 Melbourne, FL 32935

Byrle Carraway

5601 Roanne Way, Box 38  
Suite #614  
Greensboro, NC 27409

Delbert Carraway

2810 Cameron Drive  
Sanford, NC 27330

Jessie J. Carraway

901 Wildwood Drive  
Ayden, NC 28513

#### ARTICLE VII

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

Name

Address

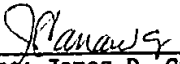
James D. Carraway

1600 W. Eau Gallei, Blvd, #201  
Melbourne, FL 32935

#### ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 19<sup>th</sup> day of September, 1996.

  
Name: James D. Carraway

#### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for SENIOR ENRICHMENT OF FLORIDA, INC., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

  
Name: James D. Carraway

Date: September 19<sup>th</sup>, 1996