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DIVISION OF CORPORATIONS TO:

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

PAX #: (305)541-3770

NAME: SENIOR OUTREACH SERVICES, INC.

AUDIT NUMBER...... H96000015901

DOC TYPE..... FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0 CERT. COPIES....1

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ARTICLES OF INCORPORATION

OF

H96000015901

BENIOR OUTREACH BERVICES, INC.

The undersigned Incorporator of those Articles of Incorporation, a Plorida corporation, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the Corporation is:

SENIOR OUTREACH SERVICES, INC.

ARTICLE II

Nature of the Business & Powers

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the United States or the State of Florida.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is one thousand shares of common stock having a par value of \$1.00 per share.

Shares may be issued only for a consideration having a value, in the judgement of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV

Existence of the Corporation

This Corporation shall have perpetual existence.

ARTICLE V

Directors

This Corporation shall have two Directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1). The affairs of the Corporation shall be managed by the Director as provided in the By-Laws.

by: Esther Z. Bejan, CPA Kripared 8250 Byron am.

Miani Bch., FL 33141

(305) 865·9869

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The initial Directors shall be: Claudia Wachter residing at 1181 Sorrento Dr., Ft. Lauderdale, Ph. 33326-4553 and Krista Bloom residing at 639 N.E. 10th Avenue #101, Pt. Lauderdale, FL 33304.

ARTICLE VI

Principal Place of Business

The principal place of business of the Corporation shall be located at: 4801 S. University Dr., Suite 256, Davie, FL 33328 or such other place as may from time to time be designated.

ARTICLE VII

Incorporators

The name and street address of the Incorporator of this Corporation is:

Claudia Wechter 1181 Sorrento Dr. Pt. Lauderdale, FL 33326

ARTICLE VIII

Registered Agent and Initial Registered Office

The registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Krista Bloom 639 N.E. 10th Avenue #101 Ft. Lauderdale, FL 33304

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE IN

Amendment

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

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ARTICLE X

The private property of the stockholders shall not be subject to payment of the corporate debts in any extent.

ARTICLE XI

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

In witness whereof, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 12th day of November, 1996.

CLAUDIA WECHTER

State of Florida)
County of Dade) ss.

The foregoing instrument was acknowledged before me this 12th day of Newmber 1996 by

NOTARY PUBLIC

State of Plorida

My commission expires:



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

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

That SENIOR OUTREACH SERVICES, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 4801 S. University Dr., Suite 256, City of Davie, County of Broward, State of Florida, has named Krista Bloom at 639 N.E. 10th Avenue #101, City of Ft. Lauderdale, County of Broward, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having 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 this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Krista Bloom

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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	(Corporation Name)	(Document #)
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NEW FILINGS	AMENDMENT	S Section And Land
Profit	Amendment	
NonProfit	Resignation of R.A., (Officer/ Director
	Change of Registered	Agent
Limited Liability		
Limited Liability Domestication	Dissolution/Withdraw	ral

OTHER FILING		
	Annual Report	
	Fictitious Name	
	Name Reservation	

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

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DIVISION OF CARPORATIONS

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Examiner's Initials



FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 28, 1997

CLAUDIA WECHTER SENIOR OUTREACH SERVICES, INC. 4801 S. UNIVERSITY DRIVE, #256 DAVIE, FL 33326

SUBJECT: SENIOR OUTREACH SERVICES, INC.

Ref. Number: P96000092446

We have received your document for SENIOR OUTREACH SERVICES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 597A00021794



ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST	The name of the corporation is: Senior Outreach Services, Tri.
SECOND	The date dissolution was authorized: APRILE, ICCI 7
THIRD:	Adoption of Dissolution (CHECK ONE)
U	Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval. Dissolution was approved by vote of the shareholders through voting groups.
	The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:
	The number of votes cast for dissolution was sufficient for approval by
	Signed this 18 day of 1997.
Signature _	(By the Chairman or Vice Chairman of the Board, President, or other officer)
	Claudia Wechter-
	(Typed or printed name)
	PESICIONT ·
	(Title)

1996 SHAREHOLDER'S AGREEMENT

WHEREAS, a shareholder's meeting was held on

WHEREAS, SENIOR OUTREACH SERVICES has its principal office located at 4801 South University Drive, #256, Davie, Florida 33328.

WHEREAS, SENIOR OUTREACH SERVICES is a Florida corporation

WHEREAS, All shareholders and directors eligible to vote were present and cast a vote.

NOW THEREFORE, the shareholders agree to be bound by the following:

- 1. The above referenced recitals are incorporated into this Agreement.
- 2. SENIOR OUTREACH SERVICES shall be dissolved, effective immediately.
- 3. The appropriate dissolution papers shall be filled with the Secretary of State.
- 4. The vote of the shareholders and directors constituted a unanimous vote to dissolve.
- 5. All shareholders shall divide all assets and liabilities equally.
- This agreement is executed in the State of Florida, and shall be governed by and construed in accordance with the laws of the State of Florida.

Executed in Broward County, Florida on the date first above written.

Kusta Al Blom

Claudia Weekte