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August 22, 1997

Division of Corporation
George Firestone Bldg.
409 East Gaines Street
Tallahassee, FL 32399

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 AUG 25 PM 12:59
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-08/25/97-0135--004
****122.50 ****122.50

Gentlemen:

Enclosed please find the Articles of Incorporation for "Elder Financial Group, Corp."

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the processing fee.

Please send the acknowledgment letter and certified copy of the Articles to my attention in the enclosed self addressed overnight envelope.

Very truly yours,

Wendy S. Parker
Wendy S. Parker

wpral/70212dc

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION
97 AUG 25 PM 12:59

RP
8-27-97

ADULT CARE MANAGEMENT CORPORATION

311 Park Place Blvd. • Suite 225 • Clearwater, Florida 34619 • (813) 726-3310 • Fax (813) 726-5345

ARTICLES OF INCORPORATION

OF

Elder Financial Group, Corp.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation:

ARTICLE 1.

Name

1.1) Name. The name of the corporation is

Elder Financial Group, Corp.

ARTICLE 2.

Purpose and Powers

2.1) Purpose. The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

2.2) Powers. This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE 3.

Capital Stock

3.1) Number of Shares. The aggregate number of shares that the corporation shall have the authority to issue is 7500 shares of Capital stock with a par value of \$1.00.

3.2) Initial Issue. One thousand (1,000) shares of the Capital stock of the corporation shall be issued for cash at a par value of \$1.00.

3.3) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

3.4) Classes of Stock and Shares in Series. The shares of the corporation are not to be divided into classes. The corporation is not authorized to issue shares in series.

ARTICLE 4.
Corporate Existence and Period of Duration

4.1) Corporate Existence. Corporate existence shall begin on the date these Articles are filed.

4.2) Period of Duration. The period of duration of the corporation is perpetual.

ARTICLE 5.
Initial Registered Office and Registered Agent and Principal Business Office

5.1) Initial Registered Office and Registered Agent. The street address of the initial registered office of this corporation is 358 Los Prados Drive, Safety Harbor, Florida 34695 and the name of the initial registered agent of this corporation at that address is Todd Shermer.

5.2) Principal Business Office. The principal business office of this corporation is 358 Los Prados Drive, Safety Harbor, Florida 34695.

ARTICLE 6
Directors

6.1) Initial Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the person who shall serve as the director until the first annual meeting of shareholders, or until his successor shall have been elected and qualified, is as follows:

Todd Shermer
358 Los Prados Drive
Safety Harbor, Florida 34695

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the initial incorporator is as follows:

Todd Shermer
358 Los Prados Drive
Safety Harbor, Florida 34695

ARTICLE 8.
Powers and Rights of Shareholders

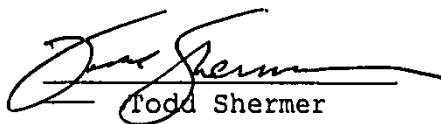
8.1) Pre-emptive Rights. The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive right of any holder is

determined by the ratio of the holder of all shares of common stock currently authorized (authorized and issued).

8.2) Method of Voting. The shareholders of this corporation shall be allowed to vote their shares cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholders meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The corporation reserves the right from time to time to amend, alter, or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.


Todd Shermer

"I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation."

8-22-97
(DATE)

Todd Shermer
Todd Shermer

IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation at Clearwater, Florida on the 22nd day of Aug, 1997.

Todd Shermer
Todd Shermer

STATE OF FLORIDA

COUNTY OF PINELLAS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 25 PM 1:00

BEFORE ME, the undersigned authority, personally appeared Todd Shermer who is to me well known to be the person described and who subscribed the above Articles before me according to law that he/she made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Clearwater in said County and State this 22nd day of August, 1997.

Wendy S. Parker

My commission expires: December 4, 2000

WPACMARTMAS.DOC



Wendy S Parker
My Commission CC605404
Expires December 4, 2000