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HENRY P. TRAWICK, P.A.
P.O. Box 4019
Sarasota, Florida 34230
941 366-0660

PROFIT CORPORATION TRANSMITTAL:

Date: December 19, 1997

Re: Senior Health and Wellness Services, Inc.

Enclosed are the original and copy of proposed articles of incorporation with our check for your fees computed as:

Filing fee	\$ 35.00
Certified Copy	\$ 52.50
Registered agent	\$ 35.00

Please certify the copy and return it to us.

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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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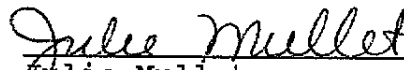
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SENIOR HEALTH AND WELLNESS SERVICES, INC.
ARTICLES OF INCORPORATION

BY THESE ARTICLES the incorporator forms a corporation under the Business Corporations Act:

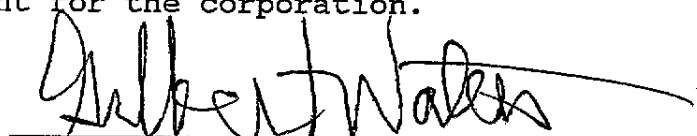
1. NAME. The name of this corporation is SENIOR HEALTH AND WELLNESS SERVICES, INC.
2. PRINCIPAL OFFICE. The address of the principal office of this corporation is 1751 Mound Street, Suite 105, Sarasota, Florida 34236 and its mailing address is P.O. Box 4019, Sarasota, Florida 34230.
3. CAPITAL STOCK. This corporation is authorized to issue one class of common stock comprising 10,000 shares of common stock with a par value of \$1.00 and unlimited voting rights that are entitled to receive the net assets of the corporation on dissolution.
4. REGISTERED AGENT. The initial registered agent for the corporation is Gilbert Waters and the initial registered office is located at 1751 Mound Street, Suite 105, Sarasota, Florida 34236.
5. INCORPORATOR. The name and street address of the incorporator is Julie Mullet, 2033 Wood Street, Suite 218, Sarasota, Florida 34237.

DATED on December 18, 1997.


Julie Mullet

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN APPOINTED as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the appointment. The undersigned is familiar with, and accepts, the obligations of registered agent for the corporation.


Gilbert Waters

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