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January 7, 1998

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

FILED
98 JAN 12 PM 2:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


RE: Senior Financial Group, Inc.

Dear Madam or Sir:

Please file the enclosed the original Articles of Incorporation of Senior Financial Group, Inc. and return the attached photocopy certified. Also enclosed for filing is a signed Certificate of Designation of the Registered Agent for the corporation.

Check no. 3197 in the sum of \$122.50 is attached to cover filing fees, registered agent designation and certified copy costs. Thank you for your attention to this request.

Very truly yours,


Erhard H. Nollmann

Ed Nollmann
Senior Financial Group
7236 State Road 52 #1
Bayonet Point, FL 34667

Encl.
cc: File

9K 1-13-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SENIOR FINANCIAL GROUP, INC.

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a corporation (the "Corporation") under the laws of the state of Florida, as follows:

ARTICLE I

Name and Address

The name of the corporation is: SENIOR FINANCIAL GROUP, INC.

The address of the corporation is:

7236 State Road 52
Bayonet Point, FL 34667

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be immediately upon the filing of these Articles of Incorporation, and the corporation shall have perpetual existence thereafter.

ARTICLE III

Nature of Business

The corporation is organized to engage in or transact in any or all lawful activities under the laws of the United States, the state of Florida or any other state, country, territory or nation.

ARTICLE IV

Powers

The corporation shall have power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated;
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United State or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the state of Florida;

- (k) To elect or appoint officers and agents for the corporation and define their duties and fix
- (l) their compensation;
- (m) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the state of Florida, for the administration and regulation of the affairs of the corporation;
- (n) To make donations for the public welfare or for charitable, scientific or educational purposes;
- (o) To transact any lawful business which the board of directors of the corporation shall find will be in aid of government policy;
- (p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;
- (q) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;
- (r) To have and exercise all powers necessary or convenient to effect its purposes; and
- (s) To do all acts authorized by Florida law.

ARTICLE V

Capital Stock

The corporation is authorized to issue 100 share of \$1.00 par value common stock.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 7236 State Road 52, Suite #1, Bayonet Point, FL 34667 and the name of its initial registered agent at such address is Erhard H. Nollmann.

ARTICLE VII

Incorporator

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

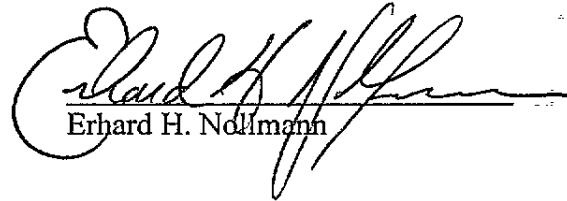
Erhard H. Nollmann
7236 State Road 52
Suite #1
Bayonet Point, FL 34667

ARTICLE VIII

Indemnification

The corporation shall indemnify any director or officer or any former director or officer, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles
this 7th day of JAN, 1998.

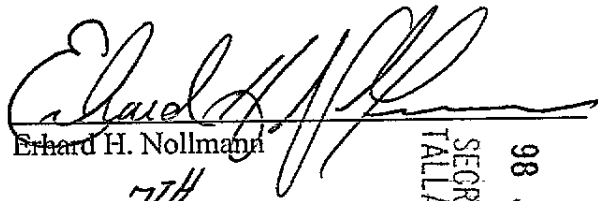

Erhard H. Nollmann

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Senior Financial Group, Inc.
2. The name and address of the registered agent and office is Erhard H. Nollmann, 7236 State Road #52, Suite #1, Bayonet Point, FL 34667.

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 THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS 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.


Erhard H. Nollmann
January 7th, 1998

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