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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 15 PM 1:15

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

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-06/15/98--01087-017
****122.50 ****122.50

SUBJECT: GOLDEN YEARS COMPANION SERVICE, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$122.50; \$70.00 for filing fee and registered agent fee and \$52.50 for certified copy.

FROM: Shirley A. Seigler

14 Orange Blossom Trail

Yalaha, Florida 34797

PHONE: (352) 324-4070

Enclosures
Original and One Copy of Articles

D. BROWN JUN 16 1998

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ARTICLES OF INCORPORATION

OF

GOLDEN YEARS COMPANION SERVICE, INC.

Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned incorporators submit these articles of Incorporation for the purpose of forming a for-profit corporation.

ARTICLE I

The name of the Corporation is: **GOLDEN YEARS COMPANION SERVICE, INC.**

ARTICLE II

The principal place of business and mailing address of this corporation is:

14 Orange Blossom Trail, Yalaha, Florida 34797

ARTICLE III

Duration: The period of its duration is perpetual.

ARTICLE IV

Purpose: The purpose is to engage in any activities or business permitted under the laws of the United States and Florida; including sale, Fileing, phoning, In Home Service, Tranportion to and from, prepare up to three meal a days, light housekeeping, laundry, doctor appointments, shopping etc, outing (bingo,church etc), 24 hour service and any personal needs .

ARTICLE V

Capital Stock: The corporation is authorized to issue one class of stock, that stock being one thousand (1,000) shares at Five (\$5.00) Dollars per share, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

ARTICLE VI

Initial Registered Office and Agent: The name and address of the initial registered agent and office of this corporation is as follows:

SHIRLEY A. SEIGLER
14 Orange Blossom Trail
Yalaha, Florida 34797

ARTICLE VII

Initial Board of Directors. This corporation shall have two (2) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than two (1). The names and addresses of the initial directors of this corporation are:

NAME	ADDRESS
SHIRLEY A. SEIGLER, President/Treasurer	14 Orange Blossom Trail, Yalaha, Fl.
RONALD D. SEIGLER, Vice President/Secretary	14 Orange Blossom Trail, Yalaha, Fl.

ARTICLE VIII

Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

NAME	ADDRESS
SHIRLEY A. SEIGLER	14 Orange Blossom Trail, Yalaha, Fl. 34797
RONALD D. SEIGLER	14 Orange Blossom Trail, Yalaha, Fl. 34797

ARTICLE IX

Amendment of Articles. This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this June day of 10, 19995.

Michael P. Jones
E. Gwynne Jones

Witnesses as to all
incorporators signatures
and to Registered Agent
Signature

Shirley A. Seigler
SHIRLEY A. SEIGLER
Ronald D. Seigler
RONALD D. SEIGLER

Shirley A. Seigler
REGISTERED AGENT

**CERTIFICATE OF DESIGNATION
OF
REGISTERED OFFICE AND REGISTERED AGENT**

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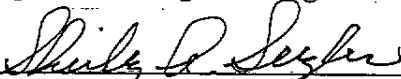
PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Golden Years Companion Service, INC.
2. The name and address of the registered agent and office is:

SHIRLEY A. SEIGLER
14 Orange Blossom Trail
Yalaha, Florida 34797

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.

Signature of registered agent



SHIRLEY A. SEIGLER

Date of Signature: 6-10-98