

P 98000076446

August 27, 1998

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

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-08/31/98--01019--005
***122.50 ***122.50

Re: SENIORS FIRST MARKETING, CORP.

Ladies/Gentlemen:

Enclosed please find Articles of Incorporation, together with one copy of same, and my check in the amount of \$122.50. Please file the Articles, issue and return to me a certified copy of same and my Charter.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

Erich W. Bourgault

Erich W. Bourgault
4396 Winners Circle, Ste. 2624
Sarasota, FL 34238
(941) 923-7575

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF INCORPORATION
OF
SENIORS FIRST MARKETING, CORP.**

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ARTICLE I - NAME

The name of the corporation is SENIORS FIRST MARKETING, CORP.

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing at the time of filing these articles with the Secretary of State of the State of Florida.

ARTICLE III - PURPOSES

This corporation is organized for the purposes of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one thousand (1,000) shares at \$.01 par value, common stock, which shall be designated "Common Shares". Three hundred (300) shares shall be issued initially and seven hundred (700) shares shall be held outstanding.

ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the Board of Directors of this Corporation.

ARTICLE XIII - SHAREHOLDER QUORUM AND VOTING

Fifty-One percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - INDEMNIFICATION

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

ARTICLE XV - AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XVI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons in the amount set forth opposite their name: Kern L. Smith - one hundred (100) shares, Betty J. Smith one hundred (100) shares and Erich W. Bourgault one hundred (100) shares.

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 555 Fillmore Ave. #208, Cape Canaveral, Florida 32920, and the name of the initial registered agent of this corporation at that address is: Kern L. Smith.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors 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 names and addresses of the initial directors of this corporation are: Kern L. Smith and Betty J. Smith of 555 Fillmore Ave., #208, Cape Canaveral, Florida 32920 and Erich W. Bourgault of 4396 Winners Circle, Ste. 2624, Sarasota, Florida 34238.

ARTICLE IX - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is 211 McLeod St., Merritt Island, Florida 32953.

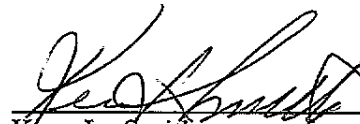
ARTICLE X - INCORPORATORS

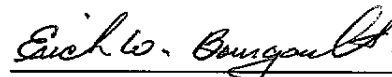
The names and addresses of the persons signing these Articles are: Kern L. Smith of 555 Fillmore Ave., #208, Cape Canaveral, Florida 32920 and Erich W. Bourgault of 4396 Winners Circle, Ste. 2624, Sarasota, Florida 34238.

ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

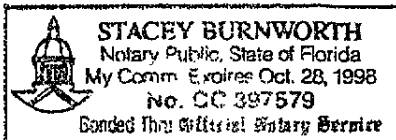
IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22nd day of August, 1998.


Kern L. Smith
555 Fillmore Ave., #208
Cape Canaveral, Florida 32920


Erich W. Bourgault
4396 Winners Circle, Ste. 2624
Sarasota, Florida 34238

STATE OF FLORIDA
COUNTY OF BREVARD

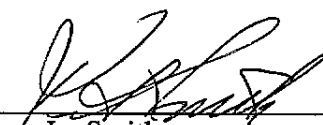
The foregoing Articles of Incorporation was acknowledged before me this 22nd day of August, 1998, by Kern L. Smith and Erich W. Bourgault, who are personally known to me or who have produced Florida driver's Licenses as identification.




Notary Public, State of Florida

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 the capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated: 8-22-1998


Kern L. Smith
555 Fillmore Ave., #208
Cape Canaveral, FL 32920

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98 AUG 31 AM 9:55
SECRETARY OF
STATE
TALLAHASSEE
FLORIDA