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November 24, 1998

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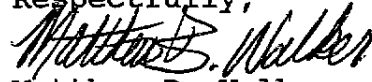
Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

Gentlemen:

Enclosed please find my check to cover the following fees:

Filing fee	\$ 35.
Certified Copy	52.50
Registered Agent Designation	35.
Total	<u>\$ 122.50</u>

Respectfully,

  
Matthew B. Walker

P.S. Please return the certified copy of incorporation to:

Deer Accounting and Income Tax Ser., Inc.  
1142 Old Ft. Green Rd.  
Wauchula, FL 33873

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION**

**OF**

**THE SENIOR GROUP, INC.**

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation shall be:

**THE SENIOR GROUP, INC.**

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**ARTICLE II**

**BUSINESS, OBJECTS OR PURPOSES**

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

(a) To engage in any lawful enterprise, whether commercial, industrial or agricultural, calculated or designed to be profitable to this corporation;

(b) To generally engage in, do and perform, any enterprise, act or vocation that a natural person might or could do or perform;

(c) To manufacture, purchase or otherwise acquire; to own, mortgage, pledge, sell, assign or otherwise dispose of; and to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description;

(d) To purchase, lease and hold real and personal property and any and every estate and interest therein and choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation;

(e) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purposes; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times secured by mortgage or otherwise;

(f) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds issued by, or evidences of indebtedness created by, any other corporation or corporations; and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon;

(g) To purchase, sell and transfer shares of its own capital stock;

(h) To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and any licenses or other rights or interest therein and thereunder;

(i) In general, to carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of Florida upon corporations formed under the general corporation acts of the State of Florida, and any amendments thereto, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

#### **CAPITAL STOCK**

(a) The total number of shares of capital stock authorized to be issued by the corporation shall be 1,000 shares having a par value of \$1.00 per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of the corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of the corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

#### ARTICLE IV

##### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this corporation will begin business will be Five Hundred Dollars (\$500.00).

#### ARTICLE V

##### **EXISTENCE OF CORPORATION**

This corporation is to exist perpetually.

ARTICLE VI

**PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be Post Office Box 1885, 206 Quail Avenue, Sebring, Florida 33872 but the corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient.

ARTICLE VII

**BOARD OF DIRECTORS**

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than fifteen (15) members, the number of the same to be fixed by the stockholders or by the corporate by-laws. Each of the said directors shall be of full age and at least one of them shall be a citizen of the United States. A quorum for the transaction of business shall be a majority of the directors qualified and active, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of directors. Subject to the by-laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

## ARTICLE VIII

### **FIRST BOARD OF DIRECTORS**

The name and street address of the first Board of Directors of this corporation, who, subject to these Articles of Incorporation, the by-laws of this corporation and the laws of the State of Florida, shall hold office, for the first year of the existence of this corporation, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified are: MATTHEW B. WALKER, 098-60-9010, President/Secretary/Treasurer, 206 Quail Avenue, Sebring, Florida 33872.

## ARTICLE IX

### **SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is MATTHEW B. WALKER, 206 Quail Avenue, Sebring, Florida 33872.

## ARTICLE X

### **TRANSACTIONS WITH CORPORATIONS**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in any other corporation, or are directors or officers of any other corporation. Any director individually,

or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interest in, any contract or transaction of this corporation, proved that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

#### ARTICLE XI

##### **BY-LAWS**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that ny by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by voted of the stockholders. No by-law which has been altered, amended or adopted by such a voted of the stockholders may be altered, amended or repealed by vote of the directors until two year shall have expired since such action by vote of such stockholders.

(b) The by-laws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the state or of the United States.

#### ARTICLE XII

##### **AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders therein are subject to this reservation.

#### ARTICLE XIII

##### **RESIDENT AGENT**

Resident agent for this corporation shall be MATTHEW B. WALKER, at registered office address of 206 Quail Avenue, Sebring, Florida 33872.

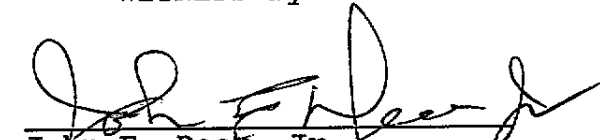
IN WITNESS WHEREOF, I, the undersigned have executed these Articles for the uses and purposes therein stated.

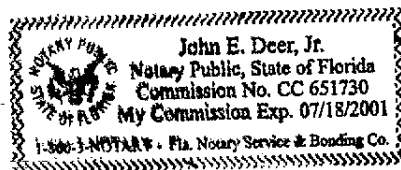
  
Matthew B. Walker

STATE OF FLORIDA:  
COUNTY OF HARDEE:

BEFORE ME, the undersigned authority, on this 24<sup>th</sup> day of November, 1998 the foregoing instrument was acknowledged before me by MATTHEW B. WALKER who is produced his drivers license number 835286899 NY to be the person described in and who signed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily, for the use and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
John E. Deer, Jr.  
Notary Public



My Commission expires July 18, 2001.

These Articles of Incorporation prepared by:

Matthew B. Walker  
206 Quail Avenue  
Sebring, Fl 33872

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 NOV 30 PM 1:41

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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In pursuance of Section 607.0501, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THE SENIOR GROUP, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Sebring, County of Highlands, State of Florida, has named MATTHEW B. WALKER, located at 206 Quail Avenue, City of Sebring, County of Highlands, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

November 24, 1998

By Matthew B. Walker  
Matthew B. Walker  
(Resident Agent)