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PP9000024154

LAZARUS CORPORATE FILING SERVICE, INC.

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(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

LOCAL REPRESENTATIVE TALLAHASSEE

900002807809

-03/16/99-01040-01

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OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. SENIORS MANAGEMENT PARTNERS (Corporation Name) (Document #)

2. INC. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

- Walk in
- Pick up time 2.00
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

DIVISION OF CORPORATION
99 MAR 15 AM 11:28

**ARTICLES OF INCORPORATION
FOR
SENIORS MANAGEMENT PARTNERS, INC.**

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The corporate name shall be: **Seniors Management Partners, Inc.**

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. In general to promote the interests of the corporation in its activities, and to enhance the value of its properties.
2. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other states and countries.
3. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and executed such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.
4. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares or the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state government, and while owner of such stock, to exercise all the rights to vote such stock,

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6. To engage in any activities or businesses permitted under the laws of the United States and the State of Florida.

7. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE FOUR **CAPITALIZATION**

The aggregate number of shares which the corporation is authorized to issue is 1000. Such shares shall be of a single class, and shall have no par value.

ARTICLE FIVE **REGISTERED OFFICE AND AGENT AND PRINCIPAL OFFICE**

The name of the registered agent and the street address of the principal registered office of the corporation is **255 Alhambra Circle, Suite 380, Coral Gables, Florida 33134.**

ARTICLE SIX **DIRECTORS**

The number of directors constituting the initial board of directors of the corporation is **five (5)**, and shall never be less than one.

ARTICLE SEVEN **INCORPORATORS**

The name and street address of the incorporator(s) are:

Felix J. Martin 255 Alhambra Circle, Suite 380, Coral Gables, Florida 33134.

ARTICLE EIGHT **PREEMPTIVE RIGHTS**

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

ARTICLE NINE **INDEMNIFICATION**

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

**ARTICLE TEN
AMENDMENTS**

This 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.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Dade County, Florida on this 25th day of February, 1999.

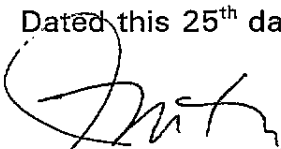


Felix J. Martin, Incorporator

ACKNOWLEDGMENT AND ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designed in these Articles, I hereby agree to act in this capacity, and I further agree to comply with provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 25th day of February, 1999.



Felix J. Martin

**STATE OF FLORIDA
COUNTY OF DADE**

I HEREBY CERTIFY that on this day, before me, personally appeared **Felix J. Martin**, who is personally known to me and who executed the foregoing described Articles of Incorporation, and he acknowledged before me that he subscribed his name hereto for the purposes herein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 25th day of February, 1999.



NOTARY PUBLIC

My Commission Expires: _____

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