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*Stanley H. Apte*

*Attorney at Law*

MEMBER  
FLORIDA AND NEW YORK BAR

SUITE 230  
ONE LINCOLN ROAD BUILDING  
*Miami Beach, Florida 33139*  
TELEPHONE (305) 538-6414

March 17, 1999

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

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-03/22/99 --01126--017  
\*\*\*\*122.50 \*\*\*\*\*78.75

Att: Division of Corporations

Re: COSNULTANTS FOR LONG TERM CARE INSURANCE INC.

Gentlemen:

Enclosed please find original and one copy, each fully executed, of the Certificate of Incorporation for the above referenced newly formed Corporation. Kindly note that the Resident Agent information is contained on the fifth page.

I have also enclosed a check for One Hundred Twenty Two & 50/100 Dollars to cover the following items:

Filing fees:	\$ 35.00
Resident Agent Designation	35.00
Certified copy of Certificate of Incorporation	52.50

Total

\$122.50

Please forward to me, as soon as possible, the Certified copy of the Certificate of Incorporation.

Should there be any Question concerning the enclosures, please call me collect, rather than return any of the papers.

Thank you.

Very truly yours,

*Stanley H. Apte*

Stanley H. Apte

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DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

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OF

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CONSULTANTS FOR LONG TERM CARE INSURANCE INC.

WE, THE UNDERSIGNED, for the purpose of forming a corporation under the Laws of Florida, hereby adopt and subscribe to the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

CONSULTANTS FOR LONG TERM CARE INSURANCE INC.

ARTICLE II NATURE OF BUSINESS

The general nature of businesses, objects and purposes proposed to be transacted, promoted and carried on are to do any and all things permitted by law and to the same extent as natural persons could or might do, including but not limited to the following:

To provide consulting services and to sell all types and kinds of long term care insurance policies and products, of various insurance companies, to and through Banking institutions and to the general public.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3939 Hollywood Boulevard Suite 1A, Hollywood, Florida 33021.

ARTICLE IV CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Thousand (1,000.00) shares of common voting stock having a nominal or par value of Ten Cents (\$.10) per share. Authorized capital stock may be issued by the corporation for cash, labor services, contracts, mortgages, choses in action or property of any kind, nature or description whatsoever, at a just valuation to be fixed by the stockholders which valuation, in their judgment, shall be deemed adequate. When the considerations so fixed for such stock has been fully paid and delivered, any and all shares so issued therefore shall be fully paid stock and not subject to any further call or assessment thereon.

ARTICLE V INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

LAWRENCE WIENER  
3939 Hollywood Boulevard Suite 1A  
Hollywood, Florida 33139

The corporation shall have the privilege of having branch offices at other places, and the stockholders may from time to time change the registered office as they may seem fit.

#### ARTICLE VI CORPORATE EXISTENCE

The corporation shall have perpetual existence.

#### ARTICLE VII DIRECTORS

The number of its directors is to be not less than one nor more than seven Directors, who need not be stockholders.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of this Articles of Incorporation, the By-Laws of this corporation and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are as follows:

<u>Names</u>	<u>Post Office Address</u>
LAWRENCE WIENER	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021
DAVID V. Di STEFANO	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021

#### ARTICLE VIII INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Five Hundred and No Cents Dollars (\$500.00).

#### ARTICLE IX INCORPORATORS

The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are), and a statement of the number of shares of stock which they have agreed to purchase are as follows:

<u>Names</u>	<u>Post Office Address</u>	<u>Number of Shares</u>	<u>Value of Shares</u>
PENSION INVESTORS CORPORATION, a Florida corporation	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021	50	\$250.00
DAVID V. Di STEFANO	3939 Hollywood Boulevard Suite 1A Hollywood, Florida 33021	50	\$250.00

#### ARTICLE X OFFICERS

The Officers of this corporation shall be a President, one or more Vice Presidents, a Secretary, a Treasurer and such other Officers, agents or factors as shall be determined from time to time by the stockholders, and they shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be described by the By-Laws or determined by the stockholders. Any person may hold two or more offices.

ARTICLE XI AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. The power to adopt, alter, amend or repeal these Articles of Incorporation or the By-Laws is vested in the Stockholders.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 17<sup>th</sup> day of MARCH, 1999, for the purposes of forming this corporation under the Laws of the State of Florida and we hereby make and file in the office of the Secretary of State of the State of Florida, this Articles of Incorporation and certify that the facts therein are true.

PENSION INVESTORS CORPORATION,  
a Florida corporation

By: Donna Teat (SEAL)  
DONNA TEAT, President

David Di Stefano (SEAL)  
DAVID Di STEFANO

STATE OF FLORIDA     )  
COUNTY OF BROWARD    )

BEFORE ME personally appeared DONNA TEAT, as the President of PENSION INVESTORS CORPORATION, a Florida corporation and DAVID V. Di STEFANO, who are personally well known to me to be the the individuals described in and who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes contained therein.

WITNESS my hand and official seal this 17<sup>th</sup> day of MARCH, 1999.



STANLEY H. APTE  
COMMISSION # CC 594563  
EXPIRES OCT 24, 2000  
BONDED THRU  
ATLANTIC BONDING CO., INC.

Stanley H. Apte  
Notary Public State of Florida

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above named corporation, 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 positions as registered agent.

Lawrence Wiener  
LAWRENCE WIENER