

P97000014592



ACCOUNT NO. : 072100000032

REFERENCE : 258990 6099A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 13, 1997

ORDER TIME : 9:20 AM

ORDER NO. : 258990-005

CUSTOMER NO: 6099A

CUSTOMER: Ms. Laraine C. Charbonneau
MOYLE FLANIGAN KATZ FITZGERALD
& SHEEHAN
625 N. flagler Drive, 9th Floor
P. O. Box 3888
West Palm Beach, FL 33401

700002086987--4
-02/13/97--01047--045
*****70.00 *****70.00

DOMESTIC FILING

NAME: SHALOM AU PAIR, INC.

ENGLISH: HELLO NANNY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

FILED
97 FEB 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
97 FEB 13 AM 11:23
DIVISION OF CORPORATION

W97-3608
KR 2.13
2-14-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 13, 1997

RESUBMIT

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301-2607

Please give original
submission date as file date.

SUBJECT: SHALOM AU PAIR, INC.
Ref. Number: W97000003608

*English translation:
Hello Mary*

We have received your document for SHALOM AU PAIR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please provide an English translation for the entity's name in your cover letter.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 597A00007845

RECEIVED
96 FEB 14 AM 8:52
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
SHALOM AU PAIR, INC.

FILED
97 FEB 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I
Name of Corporation

The name of this Corporation shall be SHALOM AU PAIR, INC. (the "Corporation").

ARTICLE II
Mailing Address and Principal Place of Business

The mailing address and principal place of business of the Corporation is 1300 North Florida Mango Road, Suite 15, West Palm Beach, Florida 33409.

ARTICLE III
Purpose

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

ARTICLE IV
Capital Stock

This Corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V
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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI
Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VII
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 625 North Flagler Drive, 9th Floor, West Palm Beach, Florida 33401, and the name of the initial registered agent of this Corporation at that address is Paul A. Krasker, Esquire.

ARTICLE VIII
Initial Board of Directors

This Corporation shall have one (1) director initially. The number of directors maybe increased from time to time by the By-Laws but shall never be less than one (1). The name and address of the initial director of this Corporation are as follows:

Ellen S. Malasky 1300 North Florida Mango Road
Suite 15
West Palm Beach, Florida 33409

ARTICLE IX
By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X
Indemnification

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

ARTICLE XI
Incorporator

The name and address of the person signing these Articles are as follows: Ellen S. Malasky, 1300 North Florida Mango Road, Suite 15, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 12th day of February, 1997.

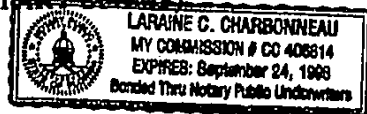
Ellen S. Malasky
Ellen S. Malasky

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 12th day of February, 1997, by Ellen S. Malasky, as Incorporator of Shalom Au Pair, Inc., on behalf of the Corporation, and she is personally known to me, or has produced N/A as identification and did take an oath.

Laraine C. Charbonneau
Notary Name: LARAIN C. CHARBONNEAU
Notary Public
Serial (Commission) Number
(if any) _____

(NOTARY STAMP)



I hereby accept appointment as Registered Agent of SHALOM AU PAIR, INC. as provide in Article VII, hereof.

Paul A. Krasker
Paul A. Krasker
Registered Agent

FILED
97 FEB 13 AM 11: 53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA