

Instrument Prepared by:
Devonson A. Walker, LL.B.

Little Buddies Home Care Inc.,

TRANSMITTAL LETTER

Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314

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FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
00 JAN 26 PM 4:50

SUBJECT: **LITTLE BUDDIES HOME CARE Inc.,**
Proposed corporate name

Enclosed is an original and (1) copy of the articles of incorporation and a check
for: \$87.50 Filing Fee, Certified Copy and Certificate of Status, {for additional copy
requested.}

FROM: **LITTLE BUDDIES HOME CARE Inc.,**

2429outh Ramona Circle

Tampa Florida 33612-8415

813-915-9769 Ext. 03

<http://www.little-buddies.com>

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972-8422
2350

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ARTICLES OF INCORPORATION
OF
LITTLE BUDDIES HOME CARE Inc.,

The undersigned incorporate(s), for the purpose of forming under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I
NAME

The name of the corporation shall be **LITTLE BUDDIES HOME CARE Inc.,**

ARTICLE II
PURPOSES

The primary purpose for which the corporation is organized is to provide 24 hours child and after School care for minor children.

ARTICLE III
POWERS

The corporation shall have all powers not provided or which may hereafter be provided for corporations for profit by the laws of Florida, and to this effect, the corporation shall be necessary or expedient as a means of accomplishing its purposes. Included among these powers, without limitation, is the power of **LITTLE BUDDIES HOME CARE Inc.,** to acquire, own or hold real and personal property of every kind and description suitable, necessary, useful, or advisable in transfer, lease, mortgage, pledge, exchange, or otherwise dispose of any such property; to initiate or invest in or otherwise participate in joint ventures, partnerships and other enterprises which may be established to complete the general purpose of **LITTLE BUDDIES HOME CARE Inc.,** and to make and enter into all contracts, agreements and obligations in any way necessary, useful or advisable to effect the purposes of **LITTLE BUDDIES HOME CARE Inc.,** and to make and enter into all contracts, agreements and obligations in any way necessary, useful or advisable to effect the purposes of **LITTLE BUDDIES HOME CARE Inc.,**

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 2429 S. Ramona Circle Tampa, {Hillsborough County,} Florida 33612-8415 Internet and e-commerce address shall be <http://www.little-buddies.com>

ARTICLE V
DURATION

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Little Buddies Home Care Inc.,

LITTLE BUDDIES HOME CARE, Inc., shall have a perpetual existence. The existence of **LITTLE BUDDIES HOME CARE, Inc.**, shall begin immediately upon filing these Articles of Incorporation with the Secretary of State of the State of Florida and shall continue until or upon dissolution.

ARTICLE VI **SHARES**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 279,500, TWO HUNDRED AND SEVENTY-NINE THOUSAND FIVE HUNDRED Shares of common Stock each share having one dollar (\$1.00) per value.

ARTICLE VII **INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent is FRANCIS, MOLVERE L, 2429 S. Ramona Circle Tampa FL 33612. I hereby certify that I am familiar with and accept the duties and responsibilities as Registered Agent of **LITTLE BUDDIES HOME CARE, Inc.**,


MOLVERE L. FRANCIS
REGISTERED AGENT

ARTICLE VIII **INITIAL OFFICERS**

The name and address of the initial officers are Molvere Francis, President, 2429 Ramona Circle Tampa, FL 33612; Chaz D. Willock Francis, Vice-president, 2429 Ramona Circle Tampa, FL 33612, Veneta V. Francis, Treasurer, 2429 Ramona Circle Tampa, FL 33612, Carroll C. Francis, Secretary, 2429 Ramona Circle Tampa, FL 33162, and Molvere Francis, Director, 2429 Ramona Circle Tampa, FL 33162-8415

ARTICLE IX **BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the

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Corporation, but the affirmative vote of a number of directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such actin shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

Bylaws may be made, altered, or rescinded at a regular meeting of the membership by a majority vote provided the membership receives a draft of the proposed change(s) in the bylaws thirty (30) days in advance of that meeting.

ARTICLE X **INCORPORATE (S)**

The name(s) and address(s) of the incorporate(s) to these Articles of Incorporation is (are) Molvere L. Francis 2429 South Ramona Circle Tampa Florida 33612-8415

ARTICLE XI **AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable status of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation of any amendment hereto are granted subject to this reservation.

ARTICLE XII **INDEMNIFICATION**

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the

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Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and person representatives of such persons.

ARTICLE
XII-a

The corporation shall indemnify its directors, officers, employees and agents to the full extent permitted by the Florida Professional Service Corporation and Limited Liability Company Act.

The undersigned incorporate has executed these Article of Incorporation this 17, day of January, 2000.


Molvere L. Francis

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