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Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850)922-4001

From:

Account Name : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813)229-2300
Fax Number : (813)221-4210

SECRETARY OF STATE
KATHERINE HARRIS
TALLAHASSEE, FLORIDA

00 MAR -7 AM 10:48

FILED

FLORIDA PROFIT CORPORATION OR P.A.

eSeniorCareGivers.com, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$78.75

Articles of Incorporation
of

eSeniorCareGivers.com, Inc.

THE UNDERSIGNED, acting as the sole Incorporator of eSeniorCareGivers.com, Inc. ("Corporation") under the Florida Business Corporation Act, Chapter 607, Florida Statutes, as hereafter amended and modified, hereby adopts the following Articles of Incorporation for the Corporation:

ARTICLE I
Name

The name of the Corporation is: eSeniorCareGivers.com, Inc.

ARTICLE II
Business and Activities

The Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE III
Shares

The total number of shares which the Corporation shall have the authority to issue shall be Ten Thousand (10,000) shares, consisting of a single class of common stock having a par value of \$.01 per share.

ARTICLE IV
Principal Office

The address of the principal office of the Corporation is 5412 Pine Bay Drive, Tampa, Florida 33625.

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TALLAHASSEE, FLORIDA

FROM FOLEY & LARDNER 813-221-4210

(TUE) 3. 7'00 9:11/ST. 9:10/NO. 4863333626 P 3

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ARTICLE V.

Initial Registered Office and Agent

The address of the initial registered office of the Corporation is, 200 Laura Street North, Third Floor, Jacksonville, FL 32202 and the initial registered agent at such address is F & L Corp.

ARTICLE VI

Incorporator

The name and address of the sole Incorporator of the Corporation is as follows: David L. Robbins, Esquire, Foley & Lardner, 100 North Tampa Street, Suite 2700, Tampa, Florida 33602.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed by the undersigned Incorporator as of the _____ day of March, 2000.



David L. Robbins, Incorporator

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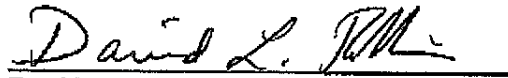
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**ACCEPTANCE OF APPOINTMENT BY INITIAL
REGISTERED AGENT**

THE UNDERSIGNED, having been named in Article V of the foregoing Articles of Incorporation as the initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 607.0505, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as the registered agent of ESeniorCareGivers.com, Inc.

DATED: Effective March _____, 2000.

F & L CORP.



David L. Robbins, Esquire
Title: Vice President

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CONSENT TO USE OF NAME

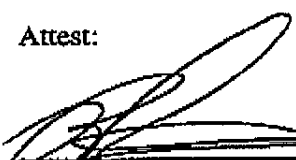
SeniorCareGiver.com, Inc., a corporation organized under the laws of the State of Florida, hereby consents to the formation of eSeniorCareGivers.com, Inc. also in the State of Florida.

IN WITNESS WHEREOF, the said SeniorCareGiver.com, Inc. has caused this consent to be executed by its President and attested under its corporate seal by its Secretary, this ____ day of March, 2000.



Charles Brink, President

Attest:



Ron Levitt, Secretary

(Seal)

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TALLAHASSEE, FLORIDA

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