

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Friendly Faces of
Sarasota, Inc.

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*****78.75 *****78.75

- FILED RECEIVED
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TALLAHASSEE, FLORIDA
SECRETARY OF STATE
DIVISION OF CORPORATIONS
- ___ Art of Inc. File
 - ___ LTD Partnership File
 - ___ Foreign Corp. File
 - ___ L.C. File
 - ___ Fictitious Name File
 - ___ Trade/Service Mark
 - ___ Merger File
 - ___ Art. of Amend. File
 - ___ RA Resignation
 - ___ Dissolution / Withdrawal
 - ___ Annual Report / Reinstatement
 - ___ Cert. Copy
 - ___ Photo Copy
 - ___ Certificate of Good Standing
 - ___ Certificate of Status
 - ___ Certificate of Fictitious Name
 - ___ Corp Record Search
 - ___ Officer Search
 - ___ Fictitious Search
 - ___ Fictitious Owner Search
 - ___ Vehicle Search
 - ___ Driving Record
 - ___ UCC 1 or 3 File
 - ___ UCC 11 Search
 - ___ UCC 11 Retrieval
 - ___ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

5/25/00 8:49

SMITH MAY 25 2000

ARTICLES OF INCORPORATION
OF
FRIENDLY FACES OF SARASOTA, INC.

The undersigned, acting as incorporator, of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

ARTICLE I. - NAME

The name of this corporation shall be **FRIENDLY FACES OF SARASOTA, INC.**

ARTICLE II. - PRINCIPAL OFFICE

The principal office and mailing address of this corporation is 5425 Aruba Place, Sarasota, Florida 34233.

ARTICLE III. - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock, having a nominal or par value of \$1.00 per share.

ARTICLE V. - TERM AND COMMENCEMENT OF EXISTENCE

This corporation is to exist perpetually. The date of commencement of corporate existence is the date of filing the Articles of Incorporation.

ARTICLE VI. - DIRECTORS

This corporation shall have one (1) directors, initially. The number of directors may be increased or decreased from time to time, by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are as follows:

<u>Name</u>	<u>Address:</u>
Carol A. Roane	5425 Aruba Place Sarasota, FL 34233

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ARTICLE VII.
INCORPORATOR, REGISTERED OFFICE,
REGISTERED AGENT AND ACCEPTANCE

The name of the registered agent and the street address of the registered office of the corporation, and the name and address of each incorporator of this corporation is as follows:

Registered Agent:

MARY LYNN DESJARLAIS, Esquire

Registered Office:

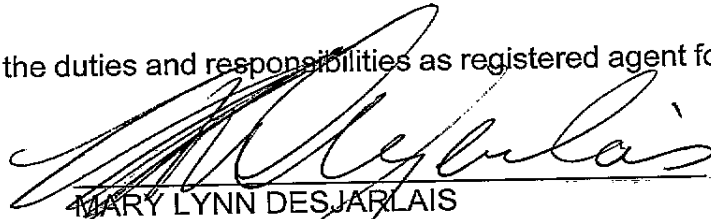
7029 So. Tamiami Trail, Suite A
Sarasota, Florida 34231

Incorporator:

CAROL A. ROANE

5425 Aruba Place
Sarasota, FL 34233

I am familiar with and accept the duties and responsibilities as registered agent for this corporation.


MARY LYNN DESJARLAIS

ARTICLE VIII. - TRANSFERABILITY OF SHARES

Any and all of the shareholders of this corporation may, from time to time, enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof, and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement, provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be stamped, written or printed upon the certificate representing said shares, and the Bylaws of this corporation may likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE IX - PRE-EMPTIVE

Each shareholder shall have the right to purchase additional shares of previously or newly authorized but unissued stock of the same or different class and Treasury stock so that the ratio of issued and outstanding shares held by a shareholder to the total number of issued and outstanding shares of stock remains the same as at the date of original issue.

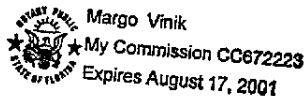
IN WITNESS WHEREOF, the above named incorporator to these Articles of Incorporation set her hand and seal this 19 day of May, 2000.

Carol A. Roane
CAROL A. ROANE

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, appeared MARY LYNN DESJARLAIS, ESQUIRE, personally known to me or who has produced FL DR License as identification to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation and acknowledged to me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 19 day of May, 2000.



Margo Vinik
Notary Public, State of Florida

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TALLAHASSEE, FLORIDA