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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LAW OFFICES
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February 9, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32399

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*****87.50 *****87.50

Dear Sir or Madam:

Enclosed for filing are the Articles of Incorporation for Home Nanny, Inc., in duplicate, together with a check in the amount of \$87.50 representing the cost of filing the articles, a certified copy of same and a certificate of status.

If there are any questions please do not hesitate to contact me.

Very truly yours,



Nancy Swart
Legal Assistant

/ncs

Enclosures

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ARTICLES OF INCORPORATION

OF

HOME NANNY, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being a natural person of the age of twenty-one (21) years or more and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under Florida Statutes Chapter 607, as amended, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is HOME NANNY, INC. and the street and mailing address of the Corporation is 296 Monterey Drive, Naples, Florida 34119.

ARTICLE II

The street address of the initial registered office of the Corporation shall be 296 Monterey Drive, Naples, Florida 34119 and the name of the initial registered agent at that address shall be Lisa McNamara.

ARTICLE III

The capital stock of the Corporation will consist of one thousand (1,000) shares of common stock with no par value.

ARTICLE IV

The name and address of the incorporators are as follows:

Lisa McNamara
296 Monterey Drive
Naples, Florida 34119

ARTICLE V

The name and address of each member of the initial Board of Directors of the Corporation who shall hold office until their successors are elected or appointed are:

Lisa McNamara
296 Monterey Drive
Naples, FL 34119

Director

Scott McNamara
296 Monterey Drive
Naples, FL 34119

Director

Deborah Hutchison
562 Vintage Reserve Lane
Naples, Florida 34119

Director

Michael Hutchison
562 Vintage Reserve Lane
Naples, Florida 34119

Director

ARTICLE VI

The nature of the business and the objects and purposes for which the Corporation is formed and which may be transacted, promoted and carried on by the Corporation are to be a home watch service; provide property management and personal services of every nature and description; and to conduct any and all business permitted under the laws of the State of Florida.

ARTICLE VII

The By-Laws of this Corporation may be amended, altered or repealed by the Board of Directors.

ARTICLE VIII

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

ARTICLE IX

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE X

Each director or officer, or former director or officer of this Corporation and his legal

representatives, shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding or claim in which he is made a part by reason of his being or having been such director or officer; and any person who at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided, that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer. The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three persons appointed by the shareholders at a duly called special meeting or a regular meeting. In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

ARTICLE XI

No holder of common shares of this Corporation shall be entitled of right to subscribe for, purchase or receive any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or of any bonds, debenture, or other securities convertible into stock of any class, and all such additional shares of stock, bonds, debenture or other securities convertible into stock may be issued and disposed of by the Board of Directors to such person or persons and on such terms and for such consideration (so far as may be permitted by law) as the Board of Directors, in their absolute discretion, may deem advisable.

ARTICLE XII

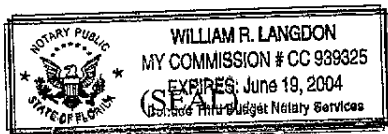
All of the issued and outstanding shares of the corporation shall be made subject to restrictions on their transferability by agreement among holders of such shares. A copy of such agreement shall be kept on file with the secretary of the corporation and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours. In the event no such agreement is on file, then the shareholder who desires to transfer such shares shall first offer such shares upon the same terms and conditions to the other shareholders on a pro-rata basis who shall have thirty (30) days from receipt of written notice by the transferring shareholder whether to exercise this right to accept such terms and conditions of transfer.

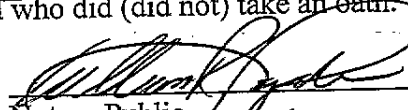
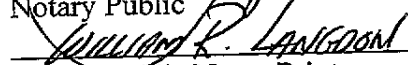
IN WITNESS WHEREOF, the undersigned have hereunto executed these Articles of Incorporation on this 7 day of February, 2001.


LISA MCNAMARA

STATE OF FLORIDA
COLLIER COUNTY

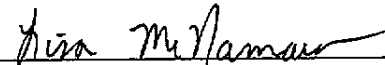
The foregoing instrument was acknowledged before me this 7 day of February, 2001, by LISA MCNAMARA, who is personally known to me or has produced as identification and who did (did not) take an oath.




Notary Public

Notary Public Name Print
My Commission Expires:

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

The undersigned, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 position as registered agent.


LISA MCNAMARA

Dated: February 7, 2001

PREPARED BY:
Scott M. Grant, Esquire
Scott M. Grant, P.A.
3341 Tamiami Trail North
Naples, Florida 34103
(941) 649-4848
Florida Bar No: 339229

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