

ARTICLES OF INCORPORATION

<u>OF</u>

HELPING AND NURTURING DEVELOPMENT, INC.

The undersigned incorporator, for the purpose of forming a corporation under Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is **HELPING AND NURTURING DEVELOPMENT**, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Corporation is 3837 Northdale Boulevard, Suite 130, Tampa, Florida 33624.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue One Hundred Thousand (100,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata

share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 3837 Northdale Boulevard, Suite 130, Tampa, Florida 33624 and the registered agent at that office is KENNETH B. STEPHENS.

ARTICLE VIII: BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation.

ARTICLE IX: INCORPORATOR

The incorporator of the Corporation is as follows:

KENNETH B. STEPHENS 621 Lutz Lake Fern Road Lutz, Florida 33549

IN WITNESS WHEREOF, I, KENNETH B. STEPHENS, the undersigned incorporator, have signed these Articles of Incorporation on this <u>/34</u> day of <u>7-known</u>, <u>2001</u>, and acknowledged the same to be my adt.

TEPHENS

STATE OF **FLORIDA** COUNTY OF DADE

The foregoing instrument was acknowledged before me this $\underline{/3} \neq day of \underline{7} \neq day o$

FL Driver's License as identification.

NOTARY PUBLIC: SIGN: ×

PRINT: Stanley B. Lewis



HELP&NURTUE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That HELPING AND NURTURING DEVELOPMENT, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Tampa, County of Hillsborough, State of Florida, has named KENNETH B. STEPHENS at 3837 Northdale Boulevard, Suite 130 in the City of Tampa, County of Hillsborough, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.

KENNETH-B. STEPHENS

DATE: 7 abreary 13, 2001

