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February 20, 2001

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-02/21/01--01043--003
*****70.00 *****70.00

RE: The Perfect Nanny Agency, Inc.

EFFECTIVE DATE
02/19/01

Dear Sir or Madam:

Enclosed please find original Articles of Incorporation and a copy for the above-referenced corporation. Please file same in your usual manner. I have enclosed a check in the amount of \$70.00 for filing fees.

Sincerely yours,

Carey Sauer

Carey Sauer

Enclosures

Feb 21/21

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

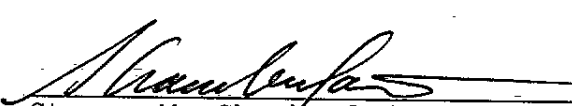
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ARTICLES OF INCORPORATION OF
THE PERFECT NANNY AGENCY, INC.

EFFECTIVE DATE
02/19/01

1. Name. The name of the corporation is: THE PERFECT NANNY AGENCY, INC.
2. Purpose. The corporation may engage in any legal business.
3. Stock. The maximum number and class of shares of capital stock this corporation is authorized to have outstanding is 1,000 shares of common capital stock with no par value. The corporation shall have a lien on its shares of stock for any debt or liability incurred to it by a stockholder before being notified of the transfer or levy on such shares.
4. Existence. The corporation shall have perpetual existence. The corporation shall commence existence on the 19th day of February, 2001.
5. Registered Agent. The initial street address in the State of Florida of the initial registered office of the proposed corporation is 618 NE 1st Street, Gainesville, FL 32601 and the name of its initial registered agent at such address is Steven M. Chamberlain.
6. Location. The business location and mailing address is 7257 NW 4th Blvd., #83, Gainesville, FL 32607.
7. Management. Business of the corporation shall be managed by the stockholders.
8. Incorporator. The name and address of the person signing these Articles of Incorporation as incorporator is as follows: Steven M. Chamberlain, 618 NE 1st Street, Gainesville, FL 32601.
9. Affiliated Transactions. The provisions of Fla. Stat. §607.0901 shall not apply to this corporation.

The undersigned, being the original incorporator and registered agent hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true, that the undersigned is familiar with and accepts the duties and obligations as registered agent for said corporation and accordingly, has executed this document on this 19th day of February, 2001.


Steven M. Chamberlain
Incorporator and Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA