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RODGER J. FRIEDLINE

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February 6th, 2002

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FILED
02 FEB -8 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32301

000004896080--1
-02/08/02--01030--013
*****70.00 *****70.00

Re: THE FAMILY NANNY & COMPANION AGENCY, INC.
A Proposed Corporation

Dear Sir\Madam:

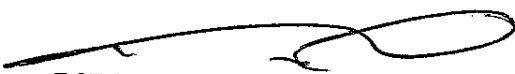
Enclosed herewith you will find an original of the proposed Articles of Incorporation for the above-referenced Corporation, which includes as Article VI thereof the required appointment of Registered Agent. The acceptance of the Corporation's Registered Agent Appointment is found on the signature page of the Articles. (A copy of the Articles is enclosed and I would request that you stamp and return same after filing.)

You will also find enclosed herewith a check in the amount of \$70.00 made payable to the Department of State to cover incorporation expenses.

Thanking you for your assistance and attention to this matter and with best regards, I am

Sincerely,

LAW OFFICE OF RODGER J. FRIEDLINE


RODGER J. FRIEDLINE

RJF/og
Enclosures as stated

Newspaper
#RG2-13

**ARTICLES OF INCORPORATION
OF**

THE FAMILY NANNY & COMPANION AGENCY, INC.

FILED
02 FEB -8 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Subscriber, a natural person competent to contract, desires to form a Corporation under the laws of the State of Florida, and hereby adopts the following Articles of Incorporation for such Corporation.

ARTICLE I. NAME

The name of the Corporation is THE FAMILY NANNY & COMPANION AGENCY, INC., and the principal office and address is: 200 EXECUTIVE WAY, PONTE VEDRA BEACH, FL 32082.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with goods, wares, and merchandise and real property of every class and description, and to carry on and engage in every aspect of any business for profit, as fully and to the same extent as natural persons might or could do; but specifically excluding the conducting of business of a railroad, canal, telephone or telegraph. In addition to the foregoing, this Corporation shall have and may exercise all the powers now and hereafter conferred by

the laws of the State of Florida and acts amendatory thereof and supplemental thereto upon Corporations formed under the laws of said State.

ARTICLE III. CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is Five Thousand (5,000) all of one class, namely common stock, and the par value of each such share is One (\$1.00) Dollar amounting in the aggregate to Five Thousand (\$5,000.00) Dollars.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this Corporation shall commence business is Five Hundred Dollars (\$500.00).

ARTICLE V. TERM OF EXISTENCE

The Corporation shall begin its existence on the date these Articles of Incorporation are filed, and the duration of the Corporation thereafter shall be perpetual, unless sooner terminated in accordance with law.

ARTICLE VI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 109 Abaco Way Ponte Vedra St. Johns County, FL 32082, and the name of its initial Resident Agent at such address is SUSAN H. HIGHAM.

ARTICLE VII. DIRECTORS

This Corporation shall have one (1) Director, initially. The number of Directors may be changed from time to time by the By-laws, adopted by the Stockholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names and post office addresses of the Initial Directors are as follows:

SUSAN H. HIGHAM
109 ABACO WAY
PONTE VEDRA BEACH, FL 32082

ARTICLE IX. SUBSCRIBERS

The name and post office address of the Subscriber to these Articles of Incorporation is as follows:

SUSAN H. HIGHAM
109 ABACO WAY
PONTE VEDRA BEACH, FL 32082

ARTICLE X. PREEMPTIVE RIGHTS

Each Stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof a pro rata portion of:

1. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it

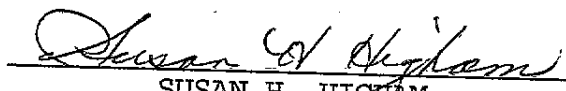
after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligations that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares or its stock of any class or classes.

ARTICLE XI. AMENDMENT

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or in any Amendment thereto in the manner now or hereafter prescribed by law, and all rights conferred upon shareholders herein are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the Subscriber hereinbefore named, for the purposes of forming a Corporation pursuant to Chapter 607, Florida Statutes, has signed and acknowledged the Articles of Incorporation at Jacksonville, Duval County, Florida this 6th day of February, A. D., 2002.


SUSAN H. HIGHAM

ACCEPTANCE OF RESIDENT AGENT

I, SUSAN H. HIGHAM, having been named to accept the service of process for THE FAMILY NANNY & COMPANION AGENCY, INC., certify that I am a permanent resident of St Johns County, Florida, and do hereby accept to act in this capacity, and agree to comply with the laws of Florida relative to keeping said office open.

DATED at Jacksonville, Duval County, Florida, this 6th day of February, 2002.


SUSAN H. HIGHAM

STATE OF FLORIDA

COUNTY OF DUVAL

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 SUSAN H. HIGHAM, personally known to me to be the person described as Resident Agent in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that she executed same for the purposes therein.

expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 6th day of February, A. D., 2002.

Notary Public, State of Florida at Large
My Commission Expires:

STATE OF FLORIDA

COUNTY OF DUVAL



Rodger J. Friedline
Commission # CG 819044
Expires May 9, 2003
Bonded Thru
Atlantic Bonding Co., Inc.

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 SUSAN H. HIGHAM, personally known to me to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and after having taken an oath, acknowledged before me that she executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Duval County, Florida, this 6th day of February, A. D., 2002.

Notary Public, State of Florida at Large.
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