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ATTORNEY & COUNSELOR AT LAW

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LEGAL ASSISTANT:
CHERYL A. PEREIRA

March 19, 2002

OF COUNSEL:
WOODRUFF & JEEVES, P.A.
WRONGFUL DEATH
MEDICAL MALPRACTICE

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-03/22/02--01049--005
*****78.75 *****78.75

RE: Hand in Hand Academy, Inc. - New Incorporation

Dear Sirs:

Enclosed please find the Articles of Incorporation for the above referenced new corporation and our check in the amount of \$78.75 representing the required filing fee and certified copy fee for same.

Also enclosed is a copy of the Articles for conforming and returning in the self addressed, stamped envelope, provided for your convenience.

Should you have any questions concerning this matter, please do not hesitate to contact me. Thank you, in advance, for your assistance in this matter.

Very truly yours,

Cheryl A. Pereira

Cheryl A. Pereira, Paralegal to
James L. Clark, Esq

encs.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION

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 is HAND IN HAND ACADEMY, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purposes of conducting any and all lawful business enterprises under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of stock having no par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

1902 South MacDill Avenue
Tampa, Florida 33629

and the name of the initial registered agent of this corporation at that address is:

JAMES L. CLARK, ESQ.

ARTICLE V - BOARD OF DIRECTORS

This corporation shall have Two (2) directors initially. The number of directors may be increased from time to time by the By-Laws. The names and addresses of the initial directors are:

WENDY A. VILES and GARY T. VILES
9421 Bluebird Drive
Tampa, FL 33647

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DIVISION OF CORPORATIONS
02 MAR 22 AM 11:26

ARTICLE VI - INCORPORATORS

The name and address of the person signing these Articles is:

WENDY A. VILES
9421 Bluebird Drive
Tampa, FL 33647

ARTICLE VII - CORPORATE OFFICE

The corporate office of the corporation shall initially be located at:

9421 Bluebird Drive
Tampa, FL 33647

ARTICLE VIII - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendments hereto.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of February, 2002.

Wendy A Viles
WENDY A. VILES

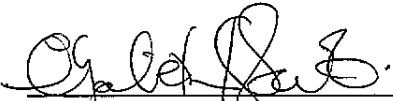
STATE OF FLORIDA)
)s.s.
COUNTY OF Hillsborough)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WENDY A. VILES, well known to me and known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation, freely and voluntarily and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid this 19th day of February, 2002.

My Commission Expires: 8/18/2005
(Seal)

ELIZABETH K SARTIN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD023092
EXPIRES 8/18/2005
BONDED THRU 1-888-NOTARY1



NOTARY PUBLIC, State of Florida
Elizabeth K. Sartin

Printed Name

CERTIFICATE

Designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served, in compliance with Section 48.091, FLA.STAT., the following is submitted:

FIRST: HAND IN HAND ACADEMY, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 9421 Bluebird Drive, County of Hillsborough, Tampa, FL 33647 has named James L. Clark, Esq., 1902 South MacDill Avenue, Tampa, County of Hillsborough, State of Florida 33629 as its registered agent to accept service of process with Florida.



WENDY A. VILES

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.



James L. Clark, Esq.

Date

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