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FLORIDA PROFIT CORPORATION OR P.A.
A CONSCIENTIOUS CAREGIVER INC.

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JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

A Conscientious Caregiver Inc.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I
Name and Principal Office**

- 1.01. The name of the corporation is **A Conscientious Caregiver Inc.**
- 1.02. The Principal office of the corporation is 2875 Gulf Shore Boulevard North, # 207D, Naples Florida 34103
- 1.03. The mailing address of the corporation is 2875 Gulf Shore Boulevard North, # 207D, Naples Florida 34103

**ARTICLE II
Commencement and Duration**

- 2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III
Purpose**

- 3.01. The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Corporation Act.

ARTICLE IV
Capital Stock

- 4.01. The corporation is authorized to issue one thousand (1000) shares of capital stock of One Dollar (\$1.00) par value of a single class designated as Common Stock.
- 4.02. Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.
- 4.03. The shares of capital stock may be issued for such consideration, having a value not less than the par value of the shares issued therefore, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefore has been paid; thereafter, such shares shall be deemed to be fully paid and non-assessable.

ARTICLE V
Preemptive Rights

- 5.01. Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

ARTICLE VI
Board of Directors

- 6.01. All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the bylaws.

- 6.02.** Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.
- 6.03.** The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.
- 6.04.** The name and address of the initial directors of the corporation is Lois Bagwell, 2875 Gulf Shore Boulevard #207D, Naples, Florida 34103

ARTICLE VII

Indemnification

- 7.01.** The corporation shall indemnify any present or former officer or director, or person exercising powers and duties as an officer or director of the corporation, to the full extent now or hereafter permitted by law.

ARTICLE VIII

Bylaws

- 8.01.** The power to adopt, alter, amend or appeal Bylaws shall be vested in the shareholders.
- 8.02.** The affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

ARTICLE IX
Amendment

- 9.01. These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.

ARTICLE X
Incorporator

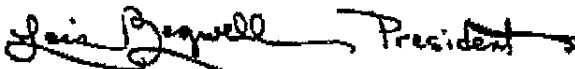
- 10.01. The name and the address of the Incorporator executing these Articles of Incorporation is:

Lois Bagwell, 2875 Gulf Shore Boulevard, #207D, Naples,
Florida 34103

ARTICLE XI
Registered Office and Agent

- 11.01. The street address of the initial registered office of the corporation is 2875 Gulf Shore Boulevard, #207D, Naples, Florida 34103 and the name of the initial Registered Agent of the corporation at that address is Lois Bagwell.

IN WITNESS WHEREOF, the undersigned executed these Articles
Of Incorporation on 1st of September 2002.


Lois Bagwell President

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

A Conscientious Caregiver Inc.

Pursuant to 48.091 and 607.0501, Florida Statutes, the following is submitted:

- **A Conscientious Caregiver Inc.**, a corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 2875 Gulf Shore Boulevard, #207D, Naples, Florida 34103 has named Lois Bagwell as its Registered Agent to accept process within the State of Florida.

Having been named a registered agent of **A Conscientious Caregiver Inc.**, a Florida corporation, to accept service of process for the corporation at the place designated in this Certificate, the undersigned hereby accepts appointment as the registered agent of the corporation and agree to act in that capacity. The undersigned agrees to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and acknowledges that it is familiar with and accepts the obligations as registered agent for said corporation.

By:

Lois A. Bagwell

Lois Bagwell

Registered Agent

Dated: 09/01/02

2002 OCT 22 AM 9:30

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