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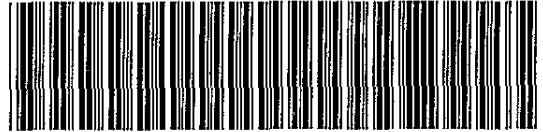
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February 14, 2006

VIA FEDERAL EXPRESS

State of Florida
Department of State
409 East Gaines Street
Tallahassee, FL 32399

Attention: Loria Poole
Domestic Charter –New Filings Division

Re: A Helpful Neighbor, Inc.

Dear Ms. Poole:

Enclosed are original signed Articles of Incorporation for A Helpful Neighbor, Inc.

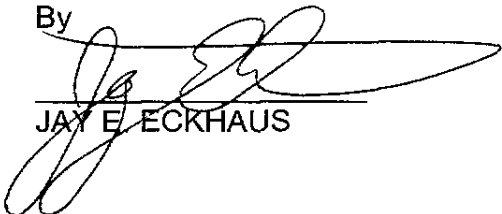
Please substitute this document for the one sent to you on February 9, 2006. We also ask that the check in the amount of \$70 which we forwarded on February 9, 2006 be applied to the filing of the enclosed Articles.

We very much appreciate your cooperation in this matter.

Sincerely,

JAY E. ECKHAUS, P.A.

By



JAY E. ECKHAUS

Enclosure

**ARTICLES OF INCORPORATION
OF
A HELPFUL NEIGHBOR, INC.**

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TALLAHASSEE, FLORIDA

These Articles constitute the Articles of Incorporation of A Helpful Neighbor, Inc.

Article I-Name

The name of the Corporation is A Helpful Neighbor, Inc.

Article II-Purposes for Which Corporation is Formed

The Corporation is organized for the purpose of transacting any and all business of which corporations may be formed under Chapter 607 of the Florida Statutes, as amended from time-to-time.

Article III-Duration

The term of existence of the Corporation is perpetual.

Article IV-Capitalization

The Corporation is authorized to issue 7500 shares of common stock, par value \$.0001 per share.

Article V-Indemnification

To the fullest extent permitted by the Florida Business Corporation Act, the Corporation shall indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person (a) is or was a director of the corporation; (b) is or was serving at the request of the Corporation as an officer of another corporation, partnership, joint venture, trust or other enterprise (collectively, a "Business Entity"), (c) is or was an officer of the Corporation, provided that any such person is or was at the time a director of the Corporation; or (d) is or was serving at the request of the Corporation as an officer of another Business Entity, provided that any such person is or was at the time a director of the Corporation or a director of such other Business Entity, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida Business Corporation Act, and except as otherwise provided in the previous sentence, the Board of Directors of the Corporation shall have sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance costs to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that such person is

or was an officer, employee or agent of the Corporation, as an officer, employee or agent of another Business Entity. No person falling within the purview of this paragraph may apply for indemnification or advancement of costs to any court of competent jurisdiction.

Article VI-Bylaws

The Board of Directors and Shareholders may amend, repeal or adopt any Bylaw of and for the Corporation, but the Shareholders may prescribe that any Bylaw so amended, repealed or adopted by the Shareholders shall not be amended, repealed or adopted by the Board of Directors.

Article VII-Initial Director and Officers

The Initial Director, President, and Secretary of the Corporation shall be M. Suzanne Orchard, having an address of 1470 Via De La Palma, Jupiter, FL 33477-8463.

Article VIII-SECTION 1244 DESIGNATION

The Corporation hereby designates itself as a small business corporation as defined by 26 U.S.C.A. § 1244(c)(2).

Article IX Initial Address of the Corporation and Registered Agent

The initial address of the Corporation shall be:

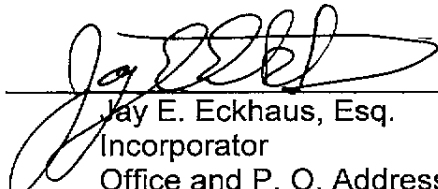
1470 Via De La Palma, Jupiter, FL 33477-8463.

The street address of the Registered Agent of the Corporation is:

1470 Via De La Palma, Jupiter, FL 33477-8463.

and the name of the registered agent at that address is M. Suzanne Orchard.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of February, 2006.




Jay E. Eckhaus, Esq.
Incorporator
Office and P. O. Address
9121 North Military Trail
Suite 107
Palm Beach Gardens, FL 33410
561.630.4800

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

Having been named in the Articles of Incorporation as registered agent for such corporation at the address indicated in such Articles, 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.

Date: February 7th, 2006


M. Suzanne Orchard

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TALLAHASSEE, FLORIDA