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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 30 2008

STEPHEN M. BLACKBURN
Attorney at Law

412 Northeast 4th Street
Fort Lauderdale, Florida 33301

Telephone: (954) 463-5266, Ext. 102
Facsimile: (954) 463-2020

April 29, 2008

*Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301*

RE: - YOU'VE GOT A FRIEND, INC.

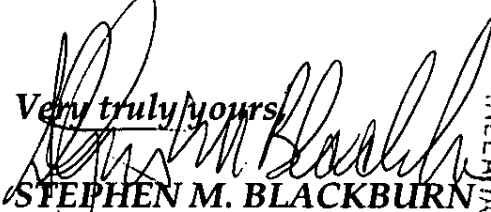
Dear Department of State,

Please find enclosed herewith my check number 3799 in the amount of \$ 78.75 as payment for the filing fee, the registered agent fee and a certified copy of the Articles of Incorporation of YOU'VE GOT A FRIEND, INC.

Please file said corporation as soon as possible and forward a certified copy of the Articles to my office. Thank you.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,


STEPHEN M. BLACKBURN
Attorney at Law

SMB/sg

2008 APR 30 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

YOU'VE GOT A FRIEND, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of this Corporation shall be:

YOU'VE GOT A FRIEND, INC.

ARTICLE II. TERM OF EXISTENCE.

This Corporation shall have a perpetual existence commencing upon the filing of these Articles with the Department of State.

ARTICLE III. NATURE OF BUSINESS AND POWERS.

The general nature of the business or purpose to be transacted by this Corporation is as follows: To act as a consultant and manager for in-home care for seniors, loved ones and other individuals who require such care, and the doing of any and all other business and contracting connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidental to the furtherance of the carrying out of the powers or purposes herein mentioned.

This corporation is organized to engage in the transaction of any and all lawful business for which corporations may be incorporated under the Florida Corporation Act and is organized for the purpose of transacting any and all lawful business.

ARTICLE IV. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Seven Thousand Five Hundred shares (7,500) common stock having a par value of \$1.00 per share.

**ARTICLE V. REGISTERED AGENT, INITIAL REGISTERED OFFICE,
INITIAL PRINCIPAL OFFICE, AND MAILING ADDRESS.**

The Registered Agent and the street address of the initial Registered Office is Stephen M. Blackburn, Attorney at Law, 412 Northeast 4th Street, Ft. Lauderdale, Florida 33301. The Principal Office, including mailing address of this Corporation in the State of Florida shall be 2212 Northeast 16th Court, Ft. Lauderdale, Florida 33305. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

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CLERK OF DISTRICT COURT
ALABAMA

ARTICLE VI. INITIAL BOARD OF DIRECTORS.

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
DAVID R. MAHONEY	2212 Northeast 16th Court Ft. Lauderdale, Florida 33305
CYNTHIA K. MAHONEY	2212 Northeast 16th Court Ft. Lauderdale, Florida 33305

ARTICLE VII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
STEPHEN M. BLACKBURN Attorney at Law	412 Northeast 4th Street Fort Lauderdale, Florida 33301

ARTICLE VIII. VOTING RIGHTS.

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX. PREEMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE X. BYLAWS.

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI. APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall

be required in every case, whether or not such approval is required by law.

ARTICLE XII. COMPENSATION OF DIRECTORS.

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of directors of this Corporation.

ARTICLE XIII. INDEMNIFICATION.

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

ARTICLE XIV. AMENDMENT.

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation, on the 29th day of April, 2008.


STEPHEN M. BLACKBURN

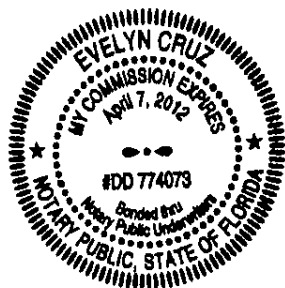
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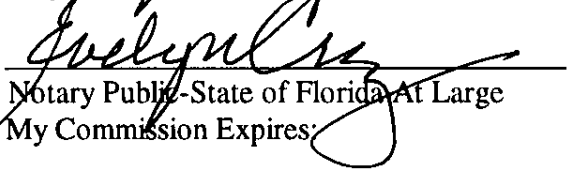
**STATE OF FLORIDA
COUNTY OF BROWARD**

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **STEPHEN M. BLACKBURN**, who is personally known to me and known by me to be the person who executed the foregoing Articles of Incorporation, or who produced _____ as identification, and who did not take an oath, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 29 day of April, 2008.

(SEAL)
Commission #:




Notary Public - State of Florida At Large
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM SERVICE MAY BE SERVED

In compliance with Sections 48.091 and 607.00, Florida Statutes, the following is submitted:

That **YOU'VE GOT A FRIEND, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Ft. Lauderdale, County of Broward, State of Florida, has named **STEPHEN M. BLACKBURN**, 412 Northeast 4th Street, Fort Lauderdale, Florida 33301, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


STEPHEN M. BLACKBURN

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA