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February 8, 1995

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\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
New Filings Section  
409 East Gaines Street  
Tallahassee, Florida 32301

RE: A + Home Sitters and Management, Inc.

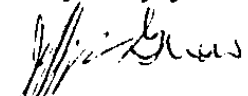
Gentlemen:

With reference to the above matter enclosed please find two (2) signed original Articles of Incorporation, along with my check in the amount of \$122.50 to cover the various filing fees.

Once the Articles of Incorporation have been recorded please return same to me in the self addressed stamped envelope provided for your convenience.

Should you have any questions in this regard please do not hesitate to contact me.

Very truly yours,

  
Jeffrey S. Gerow

JSG:tjb  
Enclosure

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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ARTICLES OF INCORPORATION

OF

A + HOME SITTERS AND MANAGEMENT, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 13 AM 9:39

THE UNDERSIGNED, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is: A + HOME SITTERS AND MANAGEMENT, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The Corporation shall have the authority to issue 1,000 shares of common stock, all of one class, at one dollar par value.

ARTICLE V

The address of the initial registered office of the corporation is 4800 North Federal Highway, Suite 306B, Boca Raton, Florida 33431 and the name of its registered agent at said address is Jeffrey S. Gerow, Esquire. The initial address for the corporation shall be 6465 North Federal Highway, Boca Raton, Florida 33487.

#### ARTICLE VI

The number of directors constituting its initial board of directors are 2, whose names and addresses are:

Bettye J. Mouer, 4601 N.W. Second Avenue, Apt 807, Boca Raton, Florida 33431

Margaret L. Roames, 451 Denny Court, Boca Raton, Florida 33486

#### ARTICLE VII

The name and address of the incorporators are:

Bettye J. Mouer, 4601 N.W. Second Avenue, Apt 807, Boca Raton, Florida 33431

Margaret L. Roames, 451 Denny Court, Boca Raton, Florida 33486

#### ARTICLE VIII

Preemptive rights shall be as follows:

The shareholders shall have the preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such shares of stock as may be issued from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of common stock currently authorized and issued.

#### ARTICLE IX

Unless otherwise provided in the corporation's Bylaws, no shares of the capital stock of this corporation may be transferred without the prior approval of the corporation's Board of Directors

#### ARTICLE X

The corporation shall indemnify its officers, directors and authorized agents for

all liabilities incurred directly, indirectly or incidentally to services performed for the corporation, to the fullest extent permitted under Florida law existing now or hereinafter enacted.

IN WITNESS WHEREOF, I have subscribed my name this 6 day of

February, 1995.

Betty J. Mauer  
BETTYE J. MAUER

Margaret L. Roames  
MARGARET L. ROAMES

STATE OF FLORIDA                    )  
  ) SS:  
COUNTY OF PALM BEACH         )

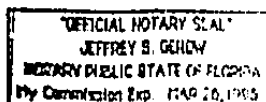
BEFORE ME, the undersigned authority, personally appeared Bettye J. Mauer and Margaret L. Roames, who to me are well known to be the persons described in and who subscribed the above articles of Incorporation and produced Driver's License as identification and freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton in said county and state this 6<sup>th</sup> day of February, 1995.

Jeffrey S. Gehow  
PRINTED NAME: Jeffrey S. Gehow

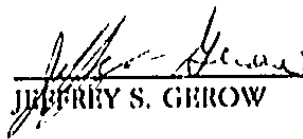
NOTARY PUBLIC

MY COMMISSION EXPIRES:



### ACKNOWLEDGEMENT

Having been named to accept service of process for this corporation, at the place designated in Article V, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

  
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JEFFREY S. GEROW