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TO: DIVISION OF CORPORATIONS

FROM: STROOCK & STROOCK & LAVAN

DEPARTMENT OF STATE

200 S. BISCAYNE BLVD

STATE OF FLORIDA

SUITE 3300

409 EAST GAINES STREET

MIAMI FL 33131-2385

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: THE NANNY SERVICE, INC.

FAX AUDIT NUMBER: H95000000182

CURRENT STATUS: REQUESTED

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1995-607*

March 17, 1995

STROOCK & STROOCK & LAVAN
200 S. BISCAYNE BLVD.
SUITE 3300
MIAMI, FL 33131-2385

SUBJECT: THE MANNY SERVICE, INC.
Ref. Number: W95000006071

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 795A00012174
Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida
32314

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ARTICLES OF INCORPORATION
OF
THE NANNY SERVICE, INC.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a business corporation pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter called the "Corporation") is The Nanny Service, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The street address of the initial principal office of the Corporation is 8650 S.W. 140th Terrace, Miami, Florida 33158 and the mailing address of the Corporation is c/o Mindy Mora, Atty, Stroock & Stroock & Lavan, 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131-2385.

FOURTH: The aggregate number of shares which the Corporation shall have authority to issue is 1000, all of which are of the same class and are to be common shares.

FIFTH: The address of the initial registered agent of the Corporation in the State of Florida is Stroock & Stroock & Lavan, 200 South Biscayne Boulevard, 33rd Floor, Miami, Florida 33131-2385 and the name of the initial registered agent of the Corporation at such address is Mindy Mora, Atty.

PREPARED BY:

Mindy A. Mora, Esq.
Fla. Bar No. 0678910
STROOCK & STROOCK & LAVAN
3300 First Union Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
(305) 358-9900

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SIXTH: The name and address of the incorporator is:


NAMEADDRESS

Mindy Mora, Atty

Stroock & Stroock & Lavan
200 South Biscayne Blvd
33rd Floor
Miami, Florida 33131-2385


SEVENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be in a capacity entitling such person to be indemnified, and shall inure to the benefit of the heirs, executors and administrators of such a person.

Signed on March 20, 1995.


Mindy Mora, Atty
Fla. Bar. No. 0678910
Incorporator

Acceptance of Appointment by Registered Agent

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned does hereby accept her appointment as registered agent on whom process may be served within the State of Florida for the proposed domestic corporation named in the foregoing Articles of Incorporation.


Mindy Mora, Atty
Fla. Bar No. 0678910

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