

DEBRA A. LAMM, P.A.

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January 9, 1996

Secretary of State
Corporate Division
409 East Gaines Street
Tallahassee, FL 32399

Attention: Brendolyn Bruton

RE: International Nannies, Inc.

Dear Ms. Bruton:

I am enclosing herewith an original and a copy of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$122.50 is enclosed which represents the following fees:

Filing fee	\$ 35.00
Certified copy	52.50
Registered Agent fee	<u>35.00</u>
Total	\$122.50

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned using the enclosed Airborne Express air bill.

Your prompt attention to this matter would be appreciated. Should you have any questions, please contact our office.

Very truly yours,


Debra A. Lamm

DAL:js

cc: Mary Ellis

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Handwritten: 1-9-96

ARTICLES OF INCORPORATION
OF
INTERNATIONAL NANNIES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is INTERNATIONAL NANNIES, INC. The corporation's principal office and mailing address shall be 1513 Crosswind Circle, Orlando, Florida 32825.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing at the time of filing these Articles of Incorporation.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares having a par value of one dollar (\$1.00) per share, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and nonassessable, the same as though paid for in cash; and the directors shall be

the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1513 Crosswind Circle, Orlando, Florida 32825 and the name of the initial registered agent of this corporation at that address is Mary Ellis.

ARTICLE VI - INITIAL DIRECTORS AND OFFICERS

This corporation shall have one (1) director 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 (1). The name and address of the initial director and officers is as follows:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
Mary Ellis	1513 Crosswind Circle Orlando, Florida 32825	President/ Secretary/ Treasurer

ARTICLE VII - INCORPORATOR

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

Mary Ellis

1513 Crosswind Circle
Orlando, Florida 32825

ARTICLE VIII - BY-LAWS

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition, such By-Laws may include, by unanimous decision of all the shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

ARTICLE IX - ADDITIONAL CORPORATE POWERS

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following powers:

A. To enter into, or become a partner in, any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares owned and held by any such shareholder as should desire to sell, transfer or otherwise dispose of his shares, or any or all of its shares owned and held by a shareholder who dies, all in accordance with the By-Laws adopted by the shareholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this

corporation cannot be impaired thereby.

C. To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit-sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plan.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

WHEREFORE, as incorporator, I have hereunto set my hand and seal this

14 day of January, 1996.

Mary Ellis
Mary Ellis

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of
INTERNATIONAL NANNIES, INC. I hereby accept and agree to act in this
capacity.

Mary Ellis
Mary Ellis

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA