

P96000035752
M. Theresa Baker
Attorney At Law

426 N.W. 2nd Avenue
Ocala, Florida 34475

Telephone: (352) 792-3000
Fax: (352) 022-9857

April 19, 1996

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

300001789273
-04/22/96--01080--011
****122.50 ****122.50

Re: Incorporation of Mother Daughter
Home Services, Inc.
Our File No. 0496-2019

Dear Sir or Madam:

Enclosed please find the following:

1. The Articles of Incorporation of Mother Daughter Home Services, Inc.
2. Check No. 1440 in the amount of One Hundred Twenty-Two and 50/100 Dollars (\$122.50) payable to the Secretary of State, for payment of the filing of the Articles of Incorporation.
3. A self-addressed stamped envelope for return of the Articles.

Your prompt attention to this matter will be greatly appreciated.

Very truly yours,

Yvette D. Wilson, CLA

Yvette D. Wilson, CLA
Certified Legal Assistant

/ydw

Enclosures

cc: Anne K. Droog

APR 25 1996 BSB

FILED
5 APR 22 AM 8:04
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
MOTHER DAUGHTER HOME SERVICES, INC.**

[RECEIVED]
95 APR 22 AM 8:04
TALLAHASSEE, FLORIDA

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

ARTICLE I - NAME

The name of and address of this Corporation are: **MOTHER DAUGHTER HOME SERVICES, INC.**, 9751 NW 45th Avenue, Ocala, Florida 34482.

ARTICLE II - DURATION

The Corporation shall have a perpetual existence.

ARTICLE III - PURPOSE

The purpose of this Corporation is:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares which this Corporation is

authorized to have outstanding at any time is 300 shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V. - INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be 9751 NW 45th Avenue, Ocala, Florida 34482 and the initial registered agent of this Corporation at such office shall be ANNE K. DROOG, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one member. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The name and address of the director constituting the Initial Board of Directors is:

Anne K. Droog
9751 NW 45th Avenue
Ocala, FL 34482

ARTICLE VII - INCORPORATORS

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

Anne K. Droog
9751 NW 45th Avenue
Ocala, FL 34482

ARTICLE VIII - BY-LAWS

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

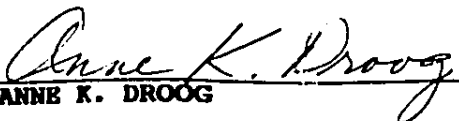
ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify its officer(s), director(s) and authorized agent 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.

ARTICLE XI - AMENDMENT

This Corporation reserves the right to amend or repeal any provision 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 Incorporator has executed these Articles of Incorporation this 19 day of April, 1996.

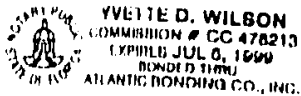

ANNE K. DROOG

STATE OF FLORIDA

COUNTY OF MARION

The foregoing instrument was acknowledged before me this 19th day of April, 1996, by ANNE K. DROOG, who is personally known to me or has produced FL Driver's License as

identification and who did not take an oath.



NOTARY PUBLIC:

Sign Yvette D. Wilson
Yvette D. Wilson
State of Florida at Large
My Commission Expires: 7/6/99

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Anne K. Droog
ANNE K. DROOG

Date: April 19, 1996