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ALEXANDRA V. RIEMAN, P.A.

ATTORNEY AT LAW

P.O. BOX 7107 • FORT LAUDERDALE, FLORIDA 33338 • 954-524-9777

August 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: Articles of Incorporation - House Sitters, Inc.

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-08/27/96--01043--014
***122.50 ***122.50

Division of Corporations:

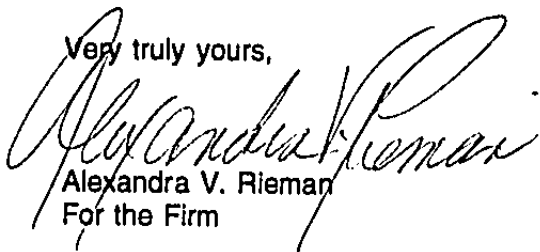
Enclosed are the following:

1. Original and one copy of the Articles of Incorporation;
2. Check in the amount of \$122.50 for the filing fee; and
3. Self addressed, stamped return envelope.

Please file the original Articles and return a certified copy to this office.

If you have any questions, please call.

Very truly yours,


Alexandra V. Rieman
For the Firm

Encls.
AVR:jmb

8/28/96
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ARTICLES OF INCORPORATION OF
HOUSE SITTERS, INC.

The undersigned Incorporator to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together for the purpose of forming a corporation by and under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a corporation for profit.

ARTICLE I
NAME

The name of this corporation shall be HOUSE SITTERS, INC.

ARTICLE II
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is any lawful act or activity for which corporations may be organized under the Florida General Corporations Act, or any successor statute.

ARTICLE III
GENERAL POWERS

This corporation shall have and may exercise all powers now or hereafter conferred by the laws of the State of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at one time is ONE HUNDRED (100) shares of common stock, each having a par value of ONE DOLLAR and 00/100 (\$1.00).

ARTICLE V
INITIAL CAPITAL

The amount of capital with which the corporation shall begin business shall not be less than ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VI
PRINCIPAL ADDRESS AND REGISTERED AGENT

The initial address of the principal office of this corporation shall be 629 S.E. Fifth Avenue, Fort Lauderdale, Florida 33301. The registered office and agent of this corporation shall be Alexandra V. Rieman, whose address is 629 S.E. Fifth Avenue, Fort Lauderdale, Florida 33301. The Board of Directors may, from time to time, move the

principal office, the registered office and may change the registered agent and notify the Secretary of State of the same without need of any amendment to these Articles of Incorporation.

ARTICLE VII **INITIAL DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the shareholders of the corporation but the number of directors of this corporation shall in no event be less than one. The names and street addresses of the members of the first board of directors are:

<u>Name</u>	<u>Address</u>
Wendy Tuscher	629 S.E. Fifth Avenue Fort Lauderdale, Florida 33301

ARTICLE VIII **INCORPORATOR**

The name and address of each incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Wendy Tuscher	629 S.E. Fifth Avenue Fort Lauderdale, Florida 33301

ARTICLE IX **SPECIAL PROVISIONS**

Special provisions for the regulation of the corporation are:

Section a. The corporation shall indemnify all officers and directors, and former officers and directors, to the full extent permitted by law.

Section b. Every shareholder, upon the sale of any new issue of 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

Section c. Cumulative voting for directors shall be permitted.

Section d. The power to adopt, alter, amend and/or repeal by-laws shall be reserved to the shareholders.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred herein upon shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 21st day of August, 1996 in Palm Beach County, Florida.

[Signature]
Witness
[Signature]
Witness

[Signature]
Wendy Tuscher, Incorporator

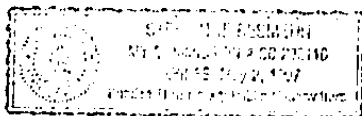
STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day before me personally appeared WENDY TUSCHER, to me known to be the person described in or who produced the following Identification FD-17260811476310 and who executed the foregoing certificate of incorporation, and she acknowledged before me that he executed the same freely and voluntarily for the purposes therein set forth.

WITNESS my hand and official seal in the county and state above written, this 21 day of August, 1996.

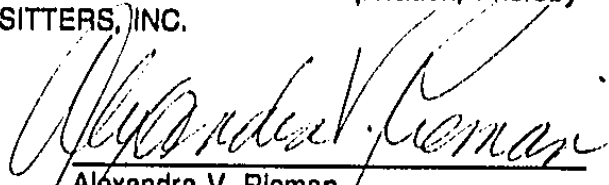
[Signature]
Notary Public

My commission expires:



Acceptance by Resident Agent

Having been named resident agent to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in that capacity for HOUSE SITTERS, INC.



Alexandra V. Rleman
629 S.E. Fifth Avenue
Fort Lauderdale, Florida 33301

FILED
55 AUG 26 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA