

796000102771

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

RE: Good Night Horse Co., Inc.

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
 95 DEC 23 AM 8:40
 DIVISION OF CORPORATION

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> () Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ()	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prep.	_____	_____
<input type="checkbox"/> FAX ()	_____	_____
SUBTOTALS	_____	_____

2700002035 P82-3
 12/23/95 01009-012
 ***122.50 ***122.50

95 DEC 23 AM 8:40
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE 12/23 _____
 TIME _____ CK No. _____
 BY _____

WALK-IN Will Pick Up 8:30 [Signature]
12/23

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

ARTICLES OF INCORPORATION
OF
GOOD NIGHT NURSE CO., INC.

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96 DEC 23 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I.

The name of this corporation is: Good Night Nurse Co., Inc.

ARTICLE II.

The general nature of the business to be transacted by this corporation is:

1. To engage in any activity or business now or hereafter authorized and permitted under the laws of the United States and the State of Florida to be done or exercised by corporations organized for profit.

ARTICLE III.

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time shall consist of 100 shares of common stock, having no par value.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred Dollars (\$500.00).

ARTICLE V.

The corporation shall have perpetual existence unless dissolved according to law.

The street address of the corporation's initial registered office and principal mailing address is 5071 6th Avenue North, St. Petersburg, FL. 33710, and the name of the Registered Agent at that address is Ruth Gallagher.

The Board of Directors may from time to time designate such other post office address and place for the principal office of this corporation as it may see fit.

ARTICLE VI.

The business of this corporation shall be managed by its Board of Directors rather than the stockholders. Said Board of Directors shall consist of not less than one (1) member.

ARTICLE VII.

The stockholders shall elect the officers of the corporation who shall consist of a President, Vice President and a Secretary/Treasurer, and other such officers as the stockholders may deem advisable. The stockholders shall determine the compensation for such officers, none of whom are required to be stockholders of the corporation. All such officers shall have such rank, tenure, powers and duties as may be prescribed by the By-Laws of the stockholders by appropriate resolution. In the event of a tie vote of the stockholders, then a vote of the Board of Directors will determine the corporations course of conduct.

ARTICLE VIII.

The name and post office address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the By-Laws of the corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence, or until successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ruth Gallagher	6071 6th Avenue North St. Petersburg, FL. 33710

ARTICLE IX.

The names and post office addresses of the initial officers and stockholders or subscribers of these Articles of Incorporation who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporations existence and until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ruth Gallagher, Pres., Vice Pres. & Sec./Treas.	6071 6th Avenue North St. Petersburg, FL. 33710

ARTICLE X.

These Articles of Incorporation shall become effective upon filing and approval by the Secretary of the State of Florida as indicated by his endorsement thereof, with the date and time of approval set forth on the duplicate.

ARTICLE XI.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon unless all the Directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

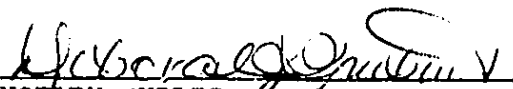
IN WITNESS WHEREOF, I, the undersigned, an incorporator and subscriber to the capital stock, do make and file in the office of the Secretary of State of the State of Florida, these Articles of

Incorporation, and certify that the facts herein stated are true.


RUTH GALLAGHER

STATE OF FLORIDA :
COUNTY OF PINELLAS :

BEFORE ME, personally appeared RUTH GALLAGHER, to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the purposes therein expressed, this 12th day of December, 1996.


NOTARY PUBLIC
My Commission Expires:



DEBORAH J. INEBNY
MY COMMISSION # CC336802 EXPIRES
January 7, 1998
BONDED THRU TROY FAH INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT OF REGISTERED
AGENT AND ACKNOWLEDGMENT OF REGISTERED OFFICE**

Pursuant to Section 607.034, Florida Statutes, the undersigned hereby accepts appointment as Registered Agent of the following corporation:

Name of corporation: GOOD NIGHT NURSE CO., INC.

The undersigned hereby acknowledges that the registered office of the above-referenced corporation and principal mailing address shall be: 6071 6th Avenue North, St. Petersburg, Florida 33710 and the name of the Registered Agent at that address is Ruth Gallagher.

DATED this 12th day of December, 1996.


RUTH GALLAGHER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA