P96000000004318 Jeffrey P. Snelling

ATTORNEY AT LAW

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December 16th, 1996

Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

4UUUU2036974--6 -12/24/36--01039--009 ****131.25 ****131.25

SUBJECT:

Nurses and Nannies, Inc. a Florida Corporation

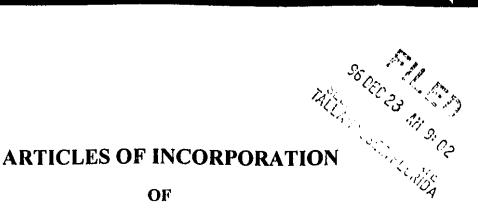
Dear Division of Corporations,

Enclosed is an original and one (1) copy of the Articles of Incorporation for Nurses and Nannies, Inc., and our check for \$131.25 for the filing charges/ fees associated with same.

FROM: Jeffrey P. Snelling, Esquire	ΤΑ	98	
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Sarasota, Florida 34237), . (() , () ,	23	
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Nurses and Nannies, Inc.

The undersigned incoporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

Name. The name of the corporation shall be Nurses and Nannies, Inc.

ARTICLE II

Business and Activities. This corporation may, and is authorized to engage in any activity or business permitted under the laws of the United States and the State of Florida

ARTICLE III

Capital Stock The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors. Except for voting rights, the stock authorized hereby have the same rights and preferences.

<u>ARTICLE IV</u>

Term of Existence. This corporation shall have a perpetual existence.

ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 2201Ringling Boulevard, Suite 201, Sarasota, Florida, 34237, and the name of the initial registered agent of this corporation at that address is JEFFREY P. SNELLING.

ARTICLE VI

<u>Preemptive Rights.</u> Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII

Number of Directors. The Board of Directors of this corporation shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the stockholders in accordance with the ByLaws of the corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by directors in attending meetings of the directors. Nothing in this Article shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

ARTICLE VIII

Initial Board of Directors. The name and street address of each member of this corporation's first Board of Directors are as follows:

Name

Address

Jeffrey P. Snelling

2201 Ringling Boulevard Suite 201

Sarasota, Florida 34237

ARTICLE IX

<u>Subscriber</u>. The name and street address of the subscriber to these Articles of Incorporation is as follows:

Name

<u>Address</u>

Jeffrey P. Snelling

2201 Ringlng Boulevard Suite 201

Sarasota, Florida 34237

ARTICLE X

Lost or Destroyed Certificate. Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

ARTICLE XI

Officers. The name of the corporation's first set of Officers is as follows:

Jeffrey P. Snelling

President '

Philip Agnes

Secretary and Treasurer

2201 Ringling Blvd., Ste. 201, Sarasota, FL34237

ARTICLE XII

<u>Incorporators.</u> The name and address of each Incorporator is:

Jeffrey P. Snelling 2201 Ringling Boulevard Suite 201 Sarasota, Florida 34237

ARTICLE XIII

<u>Principal Office.</u> The address of the principal office and mailing address is as follows: 3220 17th Street, Sarasota, Florida 34242.

ARTICLE XIV

Amendment These Articles of Incorporation may be amended as provided by Law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and aproved at a stockholders meeting by a majority of the stock issued and entitled to vote, unless all of the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this _____ of December, 1996.

Jeffrey P.Snelling

Incorporator and Director

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me personally appeared Jeffrey P. Snelling, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid

mentioned this Synday of December, 1996.

Notary Public

My Commission Expires:



CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the corporation is:

Nurses and Nannies, Inc.

The name and address of the registered agent and office is:

Jeffrey P. Snelling, Esq. 2201 Ringling Boulevard, Suite 201 Sarasota, Florida 34237.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with 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.

JEFPREY P. SNELLING

DATE: <u>Jecanhan 201/2 19</u>96