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The Law Office of  
Jeffrey P. Snelling

ATTORNEY AT LAW

2075 Main Street • Suite 1A  
Sarasota, FL 34237  
(813) 362-9560  
Fax (813) 362-9460

December 16th, 1996

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

400002036974--6  
-12/24/96--01089--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  
2201 Ringling Boulevard, Suite 201  
Sarasota, Florida 34237  
(941) 362-9560

STATE  
TALLAHASSEE, FLORIDA

96 DEC 23 AM 9:02

FILED

*Called Jeffrey.  
put the add. in art. 10  
should be the same as the  
registered office.*

SN DEC 30 1996

FILED  
96 DEC 23 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION OF

Nurses and Nannies, Inc.

The undersigned incorporator(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.

## ARTICLE IV

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 2201 Ringling 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

Preemptive Rights. 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:

<u>Name</u>	<u>Address</u>
Jeffrey P. Snelling	2201 Ringling Boulevard Suite 201 Sarasota, Florida 34237

## ARTICLE IX

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

Name

Address

Jeffrey P. Snelling

2201 Ringling 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, FL 34237

## ARTICLE XII

Incorporators. The name and address of each Incorporator is:

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

### ARTICLE XIII

Principal Office. 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 20th of December, 1996.

  
Jeffrey P. Snelling  
Incorporator and Director

STATE OF FLORIDA

COUNTY OF SARASOTA

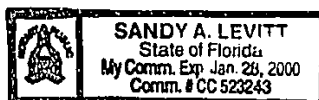
I HEREBY CERTIFY that on this day before me personally appeared Jeffrey P. Snelling, to me known to be the individual described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

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

mentioned this 20th day 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.

  
JEFFREY P. SNELLING

DATE: December 20th, 1996

**FILED**  
96 DEC 23 AM 9:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA