

P97000066893  
Bert A. Davenport

Allsa W. James  
Also Admitted  
Virginia

Monica L. Cothran  
Also Admitted  
Alabama, Georgia & Texas

**Davenport, James & Cothran**

Chartered

**ATTORNEYS & COUNSELLORS at LAW**

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(904) 785-6188

July 30, 1997

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

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-07/31/97-01066--018  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: MERRY POP-INS NANNY AGENCY, INC.**

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named corporation along with a check for \$122.50. Please file the original Articles, certify the copy and return the certified copy to our office in the enclosed self-addressed stamped envelope.

Thank you very much for your time and attention to this matter. Please do not hesitate to contact this office at once if you have any questions, or if I may be of assistance to you.

Sincerely,

*Marjorie K. Harris*  
Marjorie K. Harris, Legal Assistant to:  
Monica L. Cothran, Esq.

/mkh

Enclosures: As stated  
c:\me\merry-pop.ins\sec-st.ltr

P.O. Box 12154  
Panama City, FL  
34201

AUG 4 - BSB  
Marjorie Harris  
AUTHORIZATION BY PHONE TO  
CORRECT PRINCIPLE OFFICE  
DATE 8/4/97  
COD. EXAM BSB

FILED  
97 JUL 31 AM 8:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MERRY POP-INS NANNY AGENCY, INC.**

**FILED**  
97 JUL 31 AM 8:17  
STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following articles of incorporation:

**ARTICLE ONE**

The name of the corporation is MERRY POP-INS NANNY AGENCY, INC.

**ARTICLE TWO**

**Corporate Duration**

The duration of the corporation is perpetual.

**ARTICLE THREE**

**Purpose or Purposes**

The general purposes for which the corporation is organized are:

1. Nanny and babysitting services.
2. To engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE FOUR**

**Capitalization**

The aggregate number of shares which the corporation is authorized to issue is 1000. 550 shares belong to CAROL E. OENBRINK, and 450 shares belong to JUDY FERNS. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

**ARTICLE FIVE**

**Registered Office and Agent**

The street address of the initial registered office of the corporation is 410 Bunkers Cove Road, Panama City, FL. 32401, and the name of its initial registered agent at such address is CAROL E. OENBRINK. The mailing address is: P. O. Box 12154 Panama City, FL 34201.

## ARTICLE SIX

### Directors

The number of directors constituting the initial board of directors of the corporation is 2.  
The name and address of each person who is to serve as a member of the initial board of directors is:

Name	Address
Carol E. Oenbrink	1910 Pattho Lane, Apt. B 101 Lynn Haven, FL. 32444
Judy Ferns	4036 Woodridge Road Panama City, FL. 32405

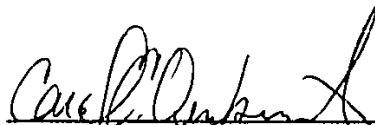
## ARTICLE SEVEN

### Incorporators

The name and address of each incorporator is:

Name	Address
Carol E. Oenbrink	1910 Pattho Lane, Apt. B 101 Lynn Haven, FL. 32444
Judy Ferns	4036 Woodridge Road Panama City, FL. 32405

Executed by the undersigned on this 29 day of July, 1997.

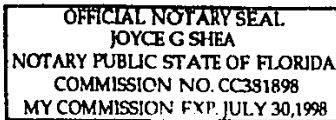
  
CAROL E. OENBRINK, President

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME, the undersigned authority, on this 29 day of July, 1997, personally appeared, CAROL E. OENBRINK, to me well known to be the person described in and who signed the foregoing, and acknowledged to me that he executed the same freely and voluntarily

for the uses and purposes therein expressed, and who is personally known to me or who has produced a ~~Florida~~ Georgia Drivers License as identification.

WITNESS my hand and official seal the date aforesaid.



*Joyce A. Shea*  
NOTARY PUBLIC

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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.

1. The name of the corporation is MERRY POP-INS NANNY AGENCY, INC.
2. The name and address of the registered agent and office is:

CAROL E. OENBRINK  
1910 PATTHO LANE, APT. B 101  
LYNN HAVEN, FL. 32444

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 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.

*Carol E. Oenbrink*  
CAROL E. OENBRINK, Registered Agent

FILED  
97 JUL 31 AM 8:17  
CLERK  
CLERK