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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: DENIS GAUTHIER
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FAX #:

NAME: HELPING HANDS INC.

AUDIT NUMBER.....H97000013697

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

August 21, 1997

DENIS CAUTHIER

SUBJECT: HELPING HANDS INC.
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The name conflict is "HELPING HAND, INC."

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000013697
Letter Number: 597A00042327

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ARTICLES OF INCORPORATION
OF
HELPING HANDS USA INC.

The undersigned incorporators hereby execute these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is: HELPING HANDS USA INC.

ARTICLE II. NATURE OF BUSINESS

The Corporation may engage in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other State, Country, Territory or Nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 7,500 shares of common stock having a nominal or par value of \$ 1.00 per share.

ARTICLE IV. TERMS OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. ADDRESS

The initial principal office of this Corporation in the State of Florida is.:
3021 SW. 54TH STREET
FT. LAUDERDALE FL 33312

ARTICLE VI. REGISTERED AGENT

The initial Registered Agent is.: JEAN PIERRE DALLAIRE
3021 SW. 54TH STREET
FT. LAUDERDALE FL 33312

Which is also known as the registered office.

JEAN PIERRE DALLAIRE
499 E. Sheridan st.# 310
Dania Fl.33004
TEL 954-9250435

FILED
IN CLARK COUNTY, FLORIDA

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ARTICLE VII. DIRECTORS

The Corporation shall have Two directors, initially. The number of directors may be increased or diminished from time to time, by By-laws adopted by the stockholders, but shall never be less than two. The name and address of the initial directors are.:

JEAN PIERRE DALLAIRE
3021 SW. 54TH STREET
FT. LAUDERDALE FL 33312

NANCY DALLAIRE
3021 SW. 54TH STREET
FT. LAUDERDALE FL 33312

ARTICLE VIII. EFFECTIVE DATE

These Articles of Incorporation shall be effective upon the Secretary of State accepting and filing these Articles of Incorporation.

ARTICLE IX. 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 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 X. INCORPORATORS

The name and address of the persons signing these Articles are.:

JEAN PIERRE DALLAIRE
3021 SW. 54TH STREET
FT. LAUDERDALE FL 33312

NANCY DALLAIRE
3021 SW. 54TH STREET
FT. LAUDERDALE FL 33312

ARTICLE XI. AMENDMENT

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 Stockholder's meeting by a majority of the stock entitled to vote thereon, unless all of 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.

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IN WITNESS WHERE OF, we have hereunto set our hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 20TH day of AUGUST 1997

STATE OF FLORIDA)

:SS

COUNTY OF BROWARD)

Incorporator

JEAN PIERRE DALLAIRE

Nancy Dallaire

Incorporator

NANCY DALLAIRE

I hereby certify that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared:

JEAN PIERRE DALLAIRE & NANCY DALLAIRE

known to me to be the person described as Incorporator of and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the State and County named above this 20TH day of AUGUST 1997

My Commission Expires:

Denis Gauthier
Notary Public, State of Florida at large.



DENIS GAUTHIER
COMMISSION # CC 640447
EXPIRES JUN 24, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

I JEAN PIERRE DALLAIRE by execution hereof, accept the designation as Registered Agent of this Corporation

JEAN PIERRE DALLAIRE
JEAN PIERRE DALLAIRE

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