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JOHN H. MYERS • ATTORNEY AT LAW

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August 27, 1997

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

Re: Helping Hands For Seniors, Inc.

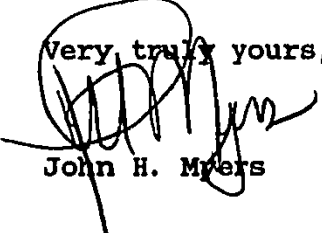
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-09/05/97--01050--002  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir/Madam:

Enclosed is an original and copy of Articles of Incorporation for Helping Hands For Seniors, Inc. for filing, together with my trust check in the amount of 122.50, for the filing fee.

Please register the Articles and return the recorded copy to the undersigned. Thank you.

Very truly yours,

  
John H. Myers

JHM/mm

enc.

FILED  
97 SEP -5 AM 8:22  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Maryann GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ~~the~~ address - 19X p.  
DATE 9/8/97  
DOC. EXAM. JHM

TM-9/8/97

ARTICLES OF INCORPORATION  
OF  
HELPING HANDS FOR SENIORS, INC.

BY THESE ARTICLES OF INCORPORATION, the incorporators form a corporation for profit under Florida law.

NAME

The name of this corporation is HELPING HANDS FOR SENIORS, INC.

ADDRESS

The physical location of the corporation shall be at 2403 Arborfield Square, Sarasota, FL 34235. This is the principal office location.

TERM

This corporation shall exist perpetually.

PURPOSE

The purpose of this corporation is to transact any or all lawful business for which corporations may be incorporated under Florida law.

STOCK

The corporation is authorized to issue 10,000 shares of common stock with \$1.00 par value. The stockholders may dispose of the authorized and unissued stock from time to time. No stockholder has a preemptive right to purchase unissued, or treasury stock, or securities convertible into or carry a right to subscribe to or acquire stock.

REGISTERED AGENT

The registered agent for this corporation is JOHN H. MYERS, the registered office is located at 2831 Ringling Blvd., B-107, Sarasota, FL 34237.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

#### DIRECTORS

This corporation shall have no directors. The business of the corporation shall be managed by the stockholders.

#### INCORPORATORS

Harry C. Cook, 2403 Arborfield Square, Sarasota, FL 34235,  
and Pauline A. Cook, 2403 Arborfield Square, Sarasota, FL 34235.

#### BY-LAWS

After adoption of the initial by-laws by the stockholders, by-laws may be adopted, amended or repealed by the stockholders of this corporation.

#### STOCK RESTRICTIONS

By agreement, stockholders and this corporation may restrict or limit the sale or transfer, or both, of stock of this corporation, restrict the right to encumber the stock and provide for the consideration to be paid for the stock after its original issuance. The by-laws shall provide for transfer on the corporate books in conformity with this agreement.

DATED on the 21 day of August, 1997.


  
\_\_\_\_\_  
HARRY C. COOK

  
\_\_\_\_\_  
PAULINE A. COOK

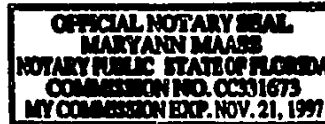
STATE OF FLORIDA

COUNTY OF SARASOTA

THE FOREGOING INSTRUMENT was acknowledged before me on the  
21<sup>st</sup> day of August, 1997, by HARRY C. COOK and PAULINE A. COOK.


  
NOTARY PUBLIC

My Commission Expires:



CONSENT OF REGISTERED AGENT

The undersigned hereby consents to acting as registered agent  
for this corporation.

  
JOHN H. MYERS

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TALLAHASSEE, FLORIDA