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PAMELA GRANCHI  
PO Box 61582, Fort Myers, FL 33906

City/State/Zip

Phone #

800002322998--4

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**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
97 OCT 17 PM 1:01  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NANNY RESOURCE CENTER, INC.**

FILED  
97 OCT 17 PM 1:01  
STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607  
of the laws of the State of Florida.

ARTICLE I. NAME AND PRINCIPLE OFFICE

The name of the corporation shall be:

NANNY RESOURCE CENTER, INC.

The address of the principal office of this corporation shall be 12729-6  
McGregor Boulevard, Fort Myers, Florida, 33919, and the mailing address of  
the corporation shall be P.O. Box 61582, Fort Myers, Florida, 33906.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact 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 1,000 shares of common stock.

#### ARTICLE IV. REGISTERED AGENT AND ADDRESS

The street address of the initial registered office of the corporation shall be the same as the principal office: 12729-6 McGregor Boulevard, Fort Myers, Florida, 33919, and the name of the initial registered agent of the corporation at that address is Pamela S. Granchi.

#### ARTICLE V. TERMS OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

#### ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

#### ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitations set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The names

and street addresses of the initial members of the Board of Directors are:

Pamela Granchi	12729-6 McGregor Boulevard
Dir.	Fort Myers, Florida, 33919

#### ARTICLE IX. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are

elected or appointed are:

Pamela S. Granchi	12729-6 McGregor Boulevard
Pres.	Fort Myers, Florida, 33919

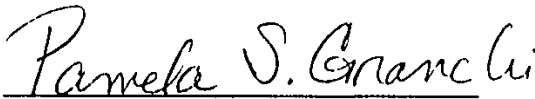
Toni Granchi	4275-B Island Circle Drive
Sec./Tres.	Fort Myers, Florida, 33919

#### ARTICLE X. INCORPORATION

The name and street address of the incorporator to these Articles of Incorporation is the same as the Registered Agent and the same as the principal address of the Corporation:

Pamela S. Granchi  
12729-6 McGregor Boulevard  
Fort Myers, Florida, 33919

IN WITNESS WHEREOF, Pamela S. Granchi has hereunto set her hand  
on this 2nd day of October, 1997.

  
Pamela S. Granchi

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN  
ARTICLES OF INCORPORATION

I, Pamela S. Granchi, having been designated as the Registered Agent in the above and foregoing articles and designated to accept service of process for the above stated corporation at the place designated in these articles do 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.

Signature Pamela S. Granchi

Date October 2nd 1997

**CERTIFICATE OF DESIGNATION**  
**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.

1. The name of the corporation is: Nanny Resource Center INC.

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

PAMELA S. GRANCHI  
(NAME)

12729 -6 McGregor Blvd.  
(P.O. BOX NOT ACCEPTABLE)

Fort Myers, FL 33919  
(CITY/STATE/ZIP)

FILED  
97 OCT 17 PM 1:02  
TALLAHASSEE  
FLORIDA

SIGNATURE Pamela S. Granchi  
(corporate officer)  
TITLE President  
DATE October 2nd 1997

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.

SIGNATURE Pamela S. Granchi  
DATE October 2nd 1997