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GOTTLIEB & GOTTLIEB, P.A.
ATTORNEYS AND COUNSELORS AT LAW
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763
(813) 791-1977
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December 1, 1998

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 EAST GAINES STREET
TALLAHASSEE FLORIDA 32399

000002700160--1
-12/02/98--01044--015
122.50 **78.75

IN RE: HAND IN HAND GROUP, INC.

Gentlemen:

Enclosed are the original and one copy of the *Articles of Incorporation* and the *Acceptance of Appointment as Registered Agent* of the above-captioned corporation.

Also enclosed, please find our check in the amount of \$122.50 which comprises the filing fee of \$35.00, certified copy fee of \$52.50, and registered agent designation fee of \$35.00; all for the above-captioned corporation. We have also enclosed the consent of *Hand in Hand of Florida, Inc.*, for the use of a similar name.

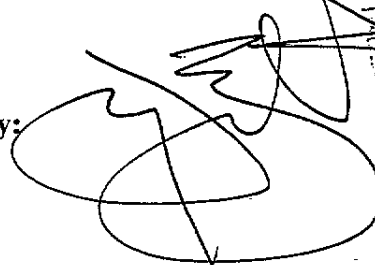
Please file the enclosed documents and return a certified copy to the undersigned.

Should you have any questions or wish to discuss this matter further, please feel free to contact us.

Sincerely yours,

GOTTLIEB & GOTTLIEB, P.A.

By:



cb
Encs.

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

CB
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HAND IN HAND OF FLORIDA, INC.
A Nonprofit Corporation
2475 Enterprise Road, Suite 100
Clearwater, FL 33763

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STATE
OFFICE
TALLAHASSEE, FLORIDA

December 1, 1998

**TO: SECRETARY OF STATE
STATE OF FLORIDA**

The undersigned, the registered owner of the name:

HAND IN HAND OF FLORIDA, INC.

under the laws of the State of Florida, does hereby grant permission and approve the filing of the Articles of Incorporation for the following named corporation:

HAND IN HAND GROUP, INC.

I understand that this approval is necessary due to the similarity of the names.

Dated: December 1, 1998

HAND IN HAND OF FLORIDA, INC.

By: _____

JERRY GOTTLIEB
CHAIRMAN OF THE BOARD

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF PINELLAS) ss.

The foregoing instrument was acknowledged before me on December 1, 1998, by Jerry Gottlieb, who is personally known to me.

Corinne R. Bylone

Notary Public



Corinne R. Bylone
MY COMMISSION # CC533378 EXPIRES
February 18, 2000

ARTICLES OF INCORPORATION

1 CORPORATE NAME - The name of the Corporation is:

HAND IN HAND GROUP, INC.

2 PRINCIPAL OFFICE - The principal place of business and mailing address of this corporation shall be:

**2475 Enterprise Road, Suite 100
Clearwater, FL 33763**

3 CAPITAL STOCK - The number of shares of stock that the Corporation is authorized to have outstanding at any one time is One Thousand (1,000). The Corporation elects to have preemptive rights.

4 INITIAL REGISTERED AGENT AND ADDRESS - The name and address of the initial registered agent is:

**GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763**

5 INITIAL DIRECTORS AND ADDRESSES - The name and street address of each of the initial Directors of the Corporation are:

**LINDA FORD
2475 Enterprise Road, Suite 100
Clearwater, FL 33763**

**RON WHITE
2475 Enterprise Road, Suite 100
Clearwater, FL 33763**

**RON OPATICH
2475 Enterprise Road, Suite 100
Clearwater, FL 33763**

**JERRY GOTTLIEB
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763**

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TALLAHASSEE, FLORIDA

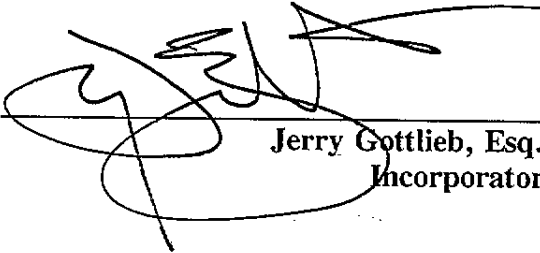
ARTICLES OF INCORPORATION

Page 2

6 INCORPORATOR - The name and street address of each incorporator to these Articles of Incorporation are:

JERRY GOTTLIEB, ESQ.
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763


IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on December 1, 1998.



Jerry Gottlieb, Esq.
Incorporator

STATE OF FLORIDA)
COUNTY OF PINELLAS) **ss.**

The foregoing Articles of Incorporation were acknowledged before me on December 1, 1998, by Jerry Gottlieb, Esq., who is personally known to me.



Notary Public



Corinne R. Bylone
MY COMMISSION # CG533378 EXPIRES
February 18, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

for

HAND IN HAND GROUP, INC.

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with, and accept, the obligations of our position as Registered Agent.

Dated: December 1, 1998

GOTTLIEB & GOTTLIEB, P.A.
Attorneys and Counselors at Law
2475 Enterprise Road, Suite 100
Clearwater, Florida 33763

By: _____


Jerry Gottlieb, Esq.

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STATE OF FLORIDA
TALLAHASSEE