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Not Only Nannies, Inc.
11047 Long Boat Drive
Cooper City, Florida 33026
Phone: (954) 442-1384

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-02/22/99-01149-011
****122.50 *****78.75

February 18, 1999

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: NOT ONLY NANNIES, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above-captioned along with a check in the sum of \$122.50 to cover filing fees.

Please file, record, and return the copy directly to the above address, in the return envelope.

If you should have any further questions, please do not hesitate to contact me.

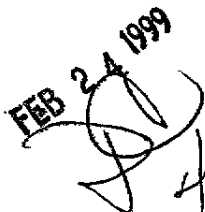
Sincerely,



BONNIE NISENBAUM
President for Not Only Nannies, Inc.

Enclosures

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99 FEB 22 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FEB 24 1999


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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

NOT ONLY NANNIES, INC.

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

ARTICLE I. NAME

The name of the corporation shall be:

NOT ONLY NANNIES, INC.

The address of the principal office of this corporation shall be : 11047 Long Boat Drive, Cooper City, Florida 33026, and the mailing address of the corporation shall be the same.

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 having a par value of \$1.00 per

share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered agent of the corporation shall be: BONNIE NISENBAUM, 11047 LONG BOAT DRIVE, COOPER CITY, FLORIDA 33026. The name of the initial registered agent of the corporation is BONNIE NISENBAUM.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

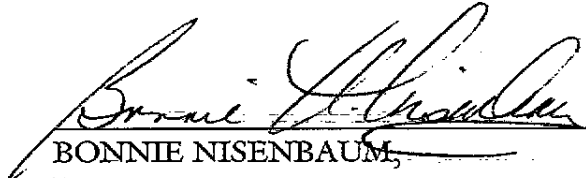
ARTICLE VI. DIRECTORS

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 name and address of the initial member of the Board of Directors is: BONNIE NISENBAUM, 11047 LONG BOAT DRIVE, COOPER CITY, FLORIDA 33026.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation: BONNIE NISENBAUM, 11047 LONG BOAT DRIVE, COOPER CITY, FLORIDA 33026..

The undersigned incorporator has executed these Articles of Incorporation on February 12th, 1999.

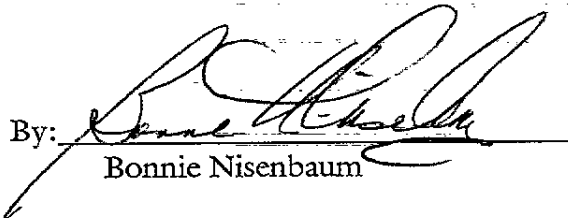

BONNIE NISENBAUM,
Incorporator

ACCEPTANCE OF REGISTERED AGENT

DESIGNATED IN THE ARTICLES OF INCORPORATION

Bonnie Nisenbaum, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of: NOT ONLY NANNIES, INC.

Bonnie Nisenbaum is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 
Bonnie Nisenbaum

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99 FEB 22 PM 2:07
SECRETARY OF STATE
TALLAHASSEE FLORIDA