

ARTICLES OF INCORPORATION OF MY NANNY AND ME, INC.

STATE OF ALABAMA)

SHELBY COUNTY)

The undersigned, whether one or more, in order to form a corporation and pursuant to the laws of the State of Alabama, hereby adopt the following articles of incorporation.

ARTICLE I

The name and style of the proposed corporation is "My Nanny and Me, Inc."

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The corporation has been organized for the purpose of providing childcare screening services and the transaction of any and all lawfull business for which corporations may be organized under the Alabama Business Corporation Act.

ARTICLE IV

The amount of the total authorized shares of stock which the corporation shall have the authority to issue shall be Five Thousand (5,000) shares of common stock of the par value of One Cent (0.01) each, and the corporation shall begin business with Ten Dollars (\$10.00) capital stock.

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ARTICLE IV

The initial registered office and principle place of business of the corporation is 830 Inverness Corners, Birminham, Alabama 35242, and the initial registered agent on whom process may be served is Cathy Shumaker.

ARTICLE V

The name and Post Office address of the incorporator and the number of share subscribed by her is as follows:

Cathy Shumaker:	830 Inverness Corners	1000 Shares
	Birmingham, Al 35242	

ARTICLE VI

The name and Post Office address of the Director chosen for the first year is as follows:

Cathy Shumaker:	830 Inverness Corners
	Birmingham, Al 35242

ARTICLE VII

The name and Post Office address of the Officer chosen for the first year is as follows:

Cathy Shumaker:	830 Inverness Corners	Secretary/Treasurer
	Birmingham, Al 35242	

ARTICLE VIII

The dates on which the stockholders annual meeting shall be held, the number of directors and their terms of office and the terms of the office of the officers and their duties and powers shall be fixed by the bylaws of the corporation. Officers, other than herein named, may be created bya the bylaws and filled by the Board of Directors. The corporation shall have the

power to make bylaws for the government in regulation of the corporaiton, its agents, servants,
officers and employees.

In witness whereof, the undersigned incorporator has subscribed her name to the
Articles of Incorporation on this the 3rd day of March, 1997

Cathy Shumaker
Cathy Shumaker

This instrument was prepared by:

GAINES, WOLTER & KINNEY, P.C.
22 Inverness Center Parkway
Suite 300
Birmingham, Alabama 35242
205/980-5888

STATE OF ALABAMA)
)
SHELBY COUNTY)

VERIFICATION

I, undersigned, as President of "My Nanny and Me, Inc." do hereby verify that the above and foregoing instrument represents Articles of Incorporation of "My Nanny and Me, Inc." an Alabama Professional Corporation, duly approved and adopted by unanimous vote of the Director and Shareholder of the Corporation, and that the statements contained therein are true and correct.

The 3rd day of March, 1997.

Cathy Shumaker
Cathy Shumaker

Subscribed, sworn to and acknowledged before me on this the 3rd day of March, 1997.

Patricia M. Hughes
Notary public
My commission expires: 9-1-97

STATE OF ALABAMA

I, Jim Bennett, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

My Nanny and Me, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Kyle Kinney, 22 Inverness Center Parkway Ste 300, Birmingham, AL 35242 for a period of one hundred twenty days beginning February 21, 1997 and expiring June 22, 1997.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

February 21, 1997

Date

Jim Bennett

Jim Bennett

Secretary of State

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