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**ARTICLES OF INCORPORATION
OF
SOUTHERN NANNY SERVICE, INC.**

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is SOUTHERN NANNY SERVICE, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is and the

Mr. Richard Bell

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transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et. seq., of the Code of Alabama.

ARTICLE FOUR

CAPITAL STOCK

The aggregate number of shares which the corporation has authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of \$1.00.

ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

MARGARET A. WALTER

3215 GLASGOW CIRCLE

BIRMINGHAM, ALABAMA 35242

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the

corporation is: 3215 GLASGOW CIRCLE, BIRMINGHAM, ALABAMA 35242

ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than one (1) director. The names and addresses of the initial Board of Directors who shall serve until successors have been elected are as follows:

MARGARET A. WALTER

3215 GLASGOW CIRCLE

BIRMINGHAM, ALABAMA 35242

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ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

MARGARET A. WALTER

3215 GLASGOW CIRCLE

BIRMINGHAM, ALABAMA 35242

ARTICLE NINE

ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

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I, the undersigned, being the incorporator, have subscribed my name this the 31st day of August, 1989.

Margaret A. Walter
MARGARET A. WALTER

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned, a Notary Public in and for said County and State at Large, hereby certify that MARGARET A. WALTER whose name is signed to the foregoing Articles of Incorporation, and

who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation she have executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 31st day of August, 1989.

Kelly Shaw Cooper
NOTARY PUBLIC
My Commission Expires: 8/23/92

THIS INSTRUMENT WAS PREPARED BY:

RICHARD W. BELL & ASSOCIATES, P. C.
ATTORNEY AT LAW
201-A YEAGER PARKWAY
P. O. BOX 427
PELHAM, ALABAMA 35124
(205) 663-9000

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BOOK



STATE OF ALABAMA

I, Perry A. Hand, 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 10-2A-26, **Code of Alabama 1975**, the corporate name Southern Nanny Service, Inc. is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of Southern Nanny Service, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby.

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

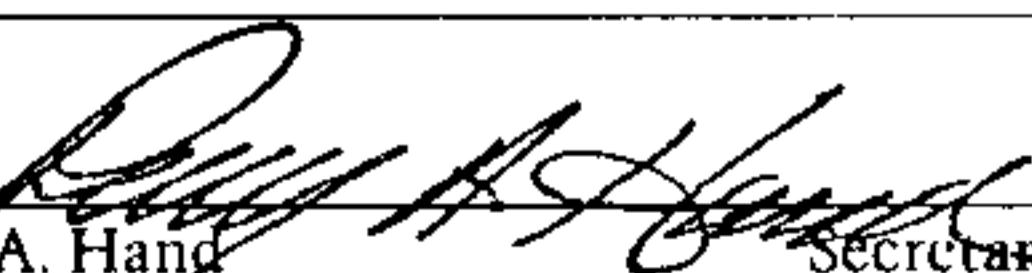
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In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

August 31, 1989 - expires - 12-30-89

Date


Perry A. Hand, Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SOUTHERN NANNY SERVICE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SOUTHERN NANNY SERVICE, INC., duly signed pursuant to the provisions of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of _____

SOUTHERN NANNY SERVICE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 6th day of SEPTEMBER, 19 89.

STATE OF ALA. SHELBY Co.
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowdon, Jr.

Judge of Probate

89 SEP -6 AM 10:24

Thomas A. Snowdon, Jr.
JUDGE OF PROBATE

RECORDING FEES

Recording Fee \$ 25.00

Index Fee 3.00

Total 38.00