



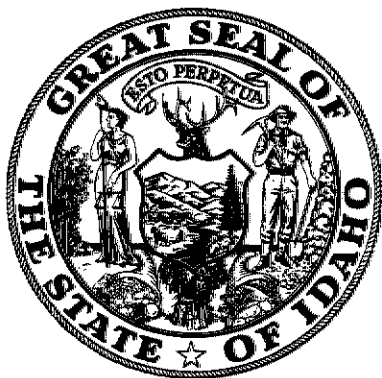
**CERTIFICATE OF INCORPORATION
OF**

NANNY CONNECTION, INC. (THE)

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: April 1, 1987



Pete T. Cenarrusa

SECRETARY OF STATE

by: *[Signature]*

ARTICLES OF INCORPORATION
OF

THE NANNY CONNECTION, INC.

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The undersigned incorporators, desiring to form a corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation.

ARTICLE ONE: The name of the corporation is THE NANNY CONNECTION, INC.

ARTICLE TWO: The period of duration of the corporation is perpetual.

ARTICLE THREE: The purposes of the corporation are:
(1) to conduct the business of locating child supervision services for persons desiring such services, and (2) to engage in any and all lawful business for which a corporation may be organized under the Idaho Business Corporation Act.

ARTICLE FOUR: The corporation shall issue only one class of stock. The total number of authorized shares that the corporation shall issue is one thousand (1,000), which shall be without par value.

ARTICLE FIVE: There shall be no provision for the denying of pre-emptive rights to the shareholders.

ARTICLE SIX: There are no provisions in these articles for regulation of the internal affairs of the corporation.

ARTICLE SEVEN: The address of the initial registered office of the corporation is 683 Whispering Pines, #9, Coeur d'Alene, Idaho 83814; and the name of the registered agent is CINDY DODGSON.

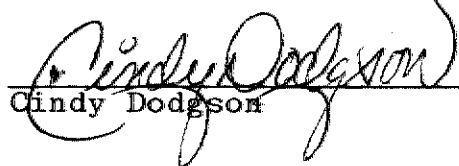
ARTICLE EIGHT: The number of directors constituting the initial board of directors is two (2); and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are:

Cindy Dodgson	683 Whispering Pines #9 Coeur d'Alene, Idaho 83814
Kathie Wilson	683 Whispering Pines #9 Coeur d'Alene, Idaho 83814

ARTICLE NINE: The names and addresses of the incorporators are:

Cindy Dodgson	683 Whispering Pines #9 Coeur d'Alene, Idaho 83814
Kathie Wilson	683 Whispering Pines #9 Coeur d'Alene, Idaho 83814

Dated this 30th day of March, 1987.



Cindy Dodgson


Kathie Wilson

STATE OF IDAHO)
 (ss.
County of Kootenai)

On this 30th day of March, 1987, before me, a notary public, personally appeared CINDY DODGSON and KATHIE WILSON, known to me to be the persons whose names are subscribed to the foregoing articles of incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal on the day and year last above written.



Notary Public for Idaho
Residing at: Coeur d'Alene
Commission Expires: Life