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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 15, 1995

TRANSMITTAL LETTER

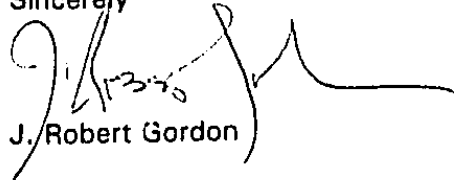
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Adoption Option, Inc.

Enclosed is an original and one copy of the articles of incorporation and a Designation and Acceptance of Registered Agent for a Florida Corporation. Also attached is the reservation of name, previously filed with your office.

A check for \$70.00 is enclosed. This represents payment for the filing fee and designation of registered agent.

Sincerely



J. Robert Gordon

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CERTIFICATE OF INCORPORATION

-of-

The Adoption Option, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the Laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida.

ARTICLE I

The name of this corporation shall be: The Adoption Option, Inc.

ARTICLE II

The corporation may engage in any other legal business activity permitted under the laws of the United States of America and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares of common stock, having a par value of one (\$1.00) dollar per share.

ARTICLE IV

The amount of capital with which this corporation will begin business shall be the sum of not less than five hundred (\$500.00) dollars.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The initial street address of the principal office of the corporation shall be:

401 N.E. Mizner Blvd., Suite 303, Boca Raton, FL 33432.

ARTICLE VII

The number of Directors of this corporation shall be at least one (1).

ARTICLE VIII

The name and street address of the member of the first Board of Directors of this corporation is as follows:

J. Robert Gordon
401 N.E. Mizner Blvd., Suite 303
Boca Raton, FL 33432

ARTICLE IX

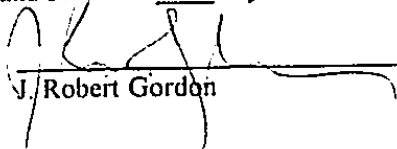
The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

J. Robert Gordon
401 N.E. Mizner Blvd., Suite 303
Boca Raton, FL 33432

ARTICLE X

The corporate existence of this corporation shall begin on the date the Articles of Incorporation are filed of record.

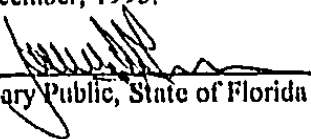
In WITNESS WHEREOF, the undersigned, J. Robert Gordon, being a natural person, competent to contract, have hereunto set his hands and seals this ___ day of December, 1995.


J. Robert Gordon

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned Notary Public of the State of Florida, personally appeared J. Robert Gordon, personally known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed the same freely and voluntarily for the purpose herein expressed.

WITNESS my hand and official seal this 15 day of December, 1995.



Notary Public, State of Florida

(Notary Seal)



JAMES D GREER
My Commission CC300220
Expires Jun. 14, 1998
Bonded by HAI
800-422-1665

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CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
WHOM PROCESS MAY BE SERVED.

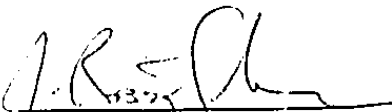
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO Chapter 48.091, Florida Statutes, the following is submitted in
compliance with said Act:

The Adoption Option, Inc. desiring to organize under the Laws of the State of Florida
with its principal offices as indicated in the Articles of Incorporation, in the city of Fort
Lauderdale, county of BROWARD, state of Florida has named J. Robert Gordon located at 411
N.E. Mizner Blvd., Suite 303, Boca Raton, FL 33432 as its agent to accept services of process
within this State.

ACKNOWLEDGMENT

Having been named to accept services of process for the above stated corporation, at the
place designated in this certificate, I hereby accept to act in this capacity, and agree to comply
with the provisions of said act relative to keeping open said office.

By: 
J. Robert Gordon
Director