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Savell & Williams LLP

ATTORNEYS AT LAW

October 22, 2004

Via Federal Express

Registration Section
Division of Corporations
State of Florida
409 East Gaines Street
Tallahassee, FL 32399

Re: Application by Foreign Not for Profit Corporation
For Authorization to Conduct its Affairs in Florida

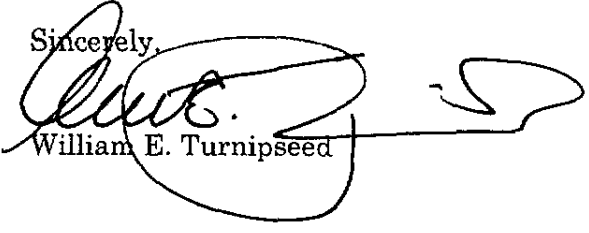
Dear Sir or Madam:

We represent AAA Partners in Adoption, a licensed child-placing agency in the State of Georgia, which files the within Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida consisting of the following described documents:

1. Transmittal Letter;
2. Application;
3. Original Certificate of Existence issued by the Secretary of State of the State of Georgia;
4. Georgia Secretary of State Certificate of Officers;
5. Resumption of Application including questions 12, 13, and 14 with addendums;
6. A check in the sum of \$87.50 in payment of the filing fee; certificate of status and certified copy.

Please contact me should you have any questions or concerns. Thank you for your kind assistance.

Sincerely,


William E. Turnipseed

WET/lat
Enclosures

cc: Ms. Melissa Clause (w/o encs.)
00383274.WPD

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: AAA Partners in Adoption, Inc.
(Name of Corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Not for Profit Corporation for Authorization to Conduct its Affairs in Florida", "Certificate of Existence", and check are submitted to register the above referenced not for profit corporation to conduct its affairs in Florida.

Please return all correspondence concerning this matter to the following:

William E. Turnipseed, Esq.
(Name of Person)

Savell & Williams, LLP
(Firm/Company)

1500 The Equitable Building

100 Peachtree Street

(Address)

Atlanta, GA 30303

(City/State and Zip Code)

For further information concerning this matter, please call:

William E. Turnipseed at (404) 521-1282
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee ☒ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☒ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO
CONDUCT ITS AFFAIRS IN FLORIDA**

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN
THE STATE OF FLORIDA:

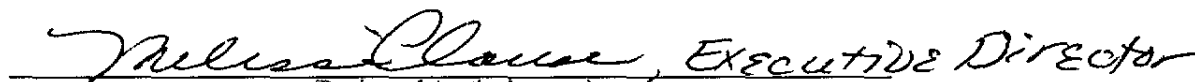
1. AAA Partners in Adoption, Inc.
(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)
2. Georgia 3. 58-2103879
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 1994 5. perpetual
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Not Applicable
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)
7. 5665 Highway 9, Suite 103-351, Alpharetta, GA 30004
(Principal office address)
- Same
(Current mailing address)

8. To provide adoption and child-placing related services
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box **NOT** acceptable)

Name: Melissa Clause

Office Address: 20 East Henry Court - No. 5
Santa Rosa Beach, Florida 32459
(City) (Zip Code)

10. **Registered Agent's acceptance:**
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered Agent's signature)

11. Attached is a Certificate of Existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: _____

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Melissa Clause
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Melissa Clause, Chief Executive Officer
(Typed or printed name and capacity of person signing application)

ADDENDUM

Names and addresses of Directors and any officer listed in No. 12 of Application

CURRENT LIST OF BOARD OF DIRECTORS (10/14/04)

**Steve Harwood, Chairman
4680 Hanstedt Trace
Alpharetta, GA 30202
(770) 751-9606
(4/30/00 – 4/30/05)
email:**

**Mary Ellen Jackson, Vice-Chairman
281 Cross Gate Drive
Marietta, GA 30068
(770) 686-5188
(4/30/00 – 4/30/05)
email:**

**Maureen Liqua, Director
520 Weatherstone Court
Alpharetta, GA 30004
(770) 521-8668
(4/30/03 – 4/30/05)
email: heymorga@aol.com**

**Beverly Simmons, Director
13 Willow Court
Dallas, GA 30319
(770) 443-5915
(4/30/02 – 4/30/05)
email:**

**Camille Watkins, Director
455 Shadowood Court
Roswell, GA 30075
(770) 649-8539
(3/8/04 – 3/8/05)
email: Meale713@aol.com**

ADDENDUM

Signature blocks and signatures of Chairman, Vice Chairman, and any officer listed in No. 12 of the Application.

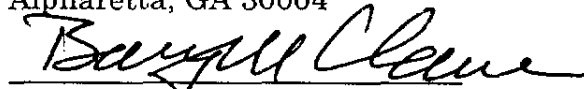
13.



Melissa Clause
Chief Executive Officer
5665 Highway 9, Suite 103-351
Alpharetta, GA 30004



Barry Clause
Chief Financial Officer
5665 Highway 9, Suite 103-351
Alpharetta, GA 30004



Barry Clause, Secretary
5665 Highway 9, Suite 103-351
Alpharetta, GA 30004

Secretary of State
Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 042750524
CONTROL NUMBER : K408951
DATE INC/AUTH/FILED: 03/17/1994
JURISDICTION : GEORGIA
PRINT DATE : 10/01/2004
FORM NUMBER : 211

SAVELL & WILLIAMS, LLP
1500 THE EQUITABLE BUILDING
100 PEACHTREE STREET, N.W.
ATLANTA, GA 30303

CERTIFICATE OF EXISTENCE

I, Cathy Cox, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

AAA PARTNERS IN ADOPTION, INC.
A DOMESTIC NONPROFIT CORPORATION

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



Cathy Cox

Cathy Cox
Secretary of State