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TRANSMITTAL LETTER

FUED 01 NOV 15 AM 9: 10

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

400004683254----11/15/01--01029--005 *****70.00 *****70.00

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00 Filing Fee

□ \$78.75 Filing Fee

& Certificate

\$122.50

\$131.25

Filing Fee & Certified Copy

Filing Fee, Certified Copy

& Certificate

ADDITIONAL COPY REQUIRED

SONDRA FARBER

Name (Printed or typed)

423 POINCIANA ISI. M.

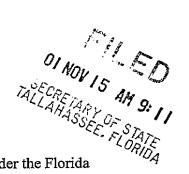
Mi Ani, F1. 33/60

City, State & Zip

305-944-0048
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF ADOPTION PROFESSIONALS, INC.



The undersigned incorporator, for the purpose of forming a corporation under the Florida

Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be Adoption Professionals, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

3661 Bougainvillea Road Coconut Grove, Florida 33133

ARTICLE III - PURPOSE

The specific purpose for which the corporation is organized is:

- to help individuals who are considering the release of a child to locate adoptive parents;
- to help prospective adoptive parents locate and adopt children that are available for adoption in the United States; and
- to help prospective adoptive parents located and adopt orphaned children in other countries.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is; Director shall be elected by a majority vote of the members at the annual meeting of the members.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is Suzanne Nichols, 3661 Bougainvillea Road, Coconut Grove, Florida 33133.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are:

Name	Address
Suzanne Nichols	3661 Bougainvillea Road Coconut Grove, Florida 33133
Sondra Farber	423 Poinciana Drive Apt. 1424 Miami, Florida 33160
KleMuss	11/9/01
Suzanne Nichols, Incorporator	Date
Smola Fare	le 11/9/01
Sondra Farber, Incorporator	Date / /

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Signature/Registered Agent

Date

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SECKETARY OF STATE