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FLORIDA NON-PROFIT CORPORATION

AMERICAN INVITRO FERTILIZATION ASSOCIATION, INC.

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**Articles of Incorporation
of
American In Vitro Fertilization
Association, Inc.**
a non-profit Florida corporation

The undersigned acting as an incorporator(s) of a corporation pursuant to Chapter 617,
Florida Statutes, adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: American In Vitro Fertilization Association, INC

ARTICLE II - PRINCIPAL OFFICE

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

18671 Collins Ave. # 1502
Sunny Isles, FL 33160

Filer:

GM Financial Group Limited, Inc.
c/o Barbara Krypt
1191 E. Newport Center Drive, Suite 103
Deerfield Beach, FL 33442
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ARTICLE III

The purpose for which the corporation is formed, and the business and the object to be carried on and promoted by it are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal therefore exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.
2. The specific purpose for which the corporation is organized shall be: To work to make the IVF process less stressful through alleviating the financial burden required of eligible reproductively challenged women* to undergo the IVF procedure through:
 - a. The educating of the general public on the need to promote and support programs that work to reduce the financial burden of the IVF process.
 - b. Collecting money through fundraisers, donations and other activities to enable the offering of financial assistance to eligible reproductively challenged women. *
3. To solicit funds and donations in kind and from time to time to further the purposes of this corporation.
4. To acquire and receive by purchase, donation or otherwise, any property, real, personal or mixed, and to hold, use and dispose of the same.
5. To borrow money and to issue evidences of indebtedness in furtherance of any or all of the objects of its business and to secure loans by mortgage, pledge, deed of trust, or other lien.
6. To apply for, obtain and contract with any federal, state or local government or agency for a direct loan or loans or the financial aid in the form of grants or otherwise relating to the purposes of this corporation.
7. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind necessary or in connection with or incidental to the accomplishment of any one or more the non-profit purposes of the corporation.
8. No part of the net earnings of the corporation shall be to the benefit of, or be distributable to, any Director or officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the

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- corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.
9. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(e)(2) of the Internal Revenue Code and such Regulations as they now exist or as they may hereafter be amended.
10. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law), as the Board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the Seventeenth Judicial Circuit, Broward County, Florida, in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.
11. The corporation shall have such powers as are conferred upon it in by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its object and purposes.

The By-Laws may impose other conditions of membership from time to time.

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ARTICLE IV

Upon the incorporation of AIVFA, James Nooney will act as the Chairman of a 5-member board, and personally appoint the remaining four members; which, together will be charged with developing, always with the goal of most efficiency and correctly ensuring the success of the objectives and sub-objectives listed in Article III, the initial rules and regulations and operating procedures.

ARTICLE V

The name(s) of the initial Directors/Officers to these Articles of Incorporation are:

James F. Nooney, Jr. - President
Rosana E. Nooney - Vice President
Nora E. Delgado - Secretary

ARTICLE VI

The names and street address of the initial Registered Agent is:

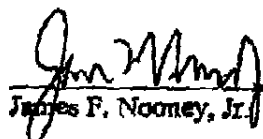
James F. Nooney, Jr.
16871 Collins Ave. #1502
Sunny Isles, FL 33160

ARTICLE VII

The name and address of the incorporator:

James F. Nooney, Jr.
16871 Collins Ave. #1502
Sunny Isles, FL 33160

THE UNDERSIGNED Incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 26 day of September, 2005.


James F. Nooney, Jr.

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

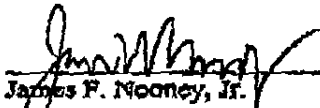
1. The name of the Corporation is:

American In Vitro Fertilization Association, Inc.

2. The registered agent and office is:

**James F. Nooney, Jr.
16871 Collins Ave. #1502
Sunny Isles, FL 33160**

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 position as registered agent.


James F. Nooney, Jr.

9/26/05
Date

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TALLAHASSEE, FLORIDA

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