

LAW OFFICES
MOSHER AND SCHNEIDER, P.A.
THE MONTECITO - SUITE 801
616 CLEARWATER PARK ROAD
WEST PALM BEACH, FLORIDA 33401
(561) 471-9000

EDGAR S. MOSHER
(1878-1939)
ESTHER MOSHER SCHNEIDER
(1906-1977)
GEORGE A. SCHNEIDER
(1906-1985)
JOHN C. SCHNEIDER

June 16, 2006

Re: INTERNATIONAL ADOPTION PROFESSIONALS, INC.

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

Gentlemen:

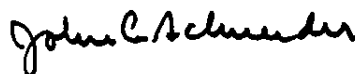
Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Incorporator);
2. Three copies of Articles;
3. Check for \$96.25 for filing the Articles and 3 certified copies; and
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Incorporation and return the 3 certified copies in the enclosed self-addressed envelope.

Thank you in advance for your assistance.

Very truly yours,



John C. Schneider

JCS/csf
Enclosures

FILED

ARTICLES OF INCORPORATION
OF
INTERNATIONAL ADOPTION PROFESSIONALS, INC.

2006 JUN 28 PM 2:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, desiring to form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, hereby make, subscribe, and file these Articles for that purpose, as follows:

ARTICLE I - NAME

The name of this corporation shall be INTERNATIONAL ADOPTION PROFESSIONALS, INC.

ARTICLE II - PURPOSES

The corporation is organized as a not-for-profit corporation, and shall be operated exclusively for charitable, scientific, educational and literary purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The principal purposes for which the corporation is formed are: (1) to provide comprehensive assistance in the process of child adoption, both locally and on an international level; (2) qualify as a licensed adoption entity and/or child-placing agency; (3) find, interview, screen and/or test prospective adoptive parents for children to assure the protection of the interest of the children; and (4) obtain and/or provide stable and permanent homes for adoptive children to prevent or reduce the description of adoptive placements. The corporation may make distributions to other organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Code.

ARTICLE III - POWERS

Section 3.01. The corporation has all powers prescribed by law and all powers necessary and incidental to the fulfillment of its purposes including but not limited to: the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property; borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Section 3.02. Final control and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Board of Directors.

ARTICLE IV - LIMITATIONS

Section 4.01. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the corporation shall be

authorized and empowered to pay reasonable compensation for services rendered.

Section 4.02. No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the Code with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Sections 501(h)(2)(B) and (D) of the Code.

Section 4.03. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

- (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or
- (b) by a corporation, contributions to which are deductible under Section 170 of the Code; or
- (c) by a corporation formed pursuant to Chapter 617, Florida Statutes.

Section 4.04. Upon the dissolution or winding up 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 the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

Section 4.05. In the event that the corporation shall become a "private foundation" within the meaning of Section 509 of the Code, the corporation's income for each taxable year shall be distributed at such time and in such manner as not to subject it to tax under Section 4942 of the Code, and the corporation shall be prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holdings as defined in Section 4943© of the Code, from making any investments in such manner as to subject this corporation to tax under Section 4944 of the Code, and from making any taxable expenditures as defined in Section 4945(d) of the Code.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial registered office of this corporation shall be located at The Montecito - Suite 801, 616 Clearwater Park Road, West Palm Beach, Florida 33401, and the name of the initial Registered Agent of this corporation at said address shall be JOHN C. SCHNEIDER, ESQUIRE. The principal office and mailing address of the corporation shall be 3449 Harness Circle, Lake Worth, Florida 33467.

ARTICLE VII - MEMBERS

The corporation shall have no members.

ARTICLE VIII - BOARD OF DIRECTORS

The number of Directors of the corporation shall not be less than three (3) nor more than fifteen (15). The names and addresses of the persons who are to be the initial Directors of the Corporation until their successors are nominated and appointed as provided in the By-Laws are:

JERALD MURRO
11901 Osprey Point Circle
Wellington, FL 33414

DIANE GROSSO
213 Heather Court
Royal Palm Beach, FL 33411

MARY MOORE
11870 Swellen Circle
Wellington, FL 33414

ARTICLE IX - OFFICERS AND TIME OF THEIR ELECTION

The Board of Directors shall annually choose officers, to manage the affairs of the corporation, subject to the control of the Board of Directors, the following officers; a president, one or more Vice Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may deem advisable or necessary. The initial officers shall be: President - Jerald Murro; and Secretary - Diane Grosso. Each of such officers shall hold office until the next annual election or until a successor is chosen and qualified.

ARTICLE X - NAME OF THE INCORPORATOR

The name of the Incorporator is John C. Schneider, Esquire, whose address is The Montecito - Suite 801, 616 Clearwater Park Road, West Palm Beach, Florida 33401.


ARTICLE XI - BYLAWS

The first Bylaws shall be made by the incorporator. All alterations or revisions of the Bylaws shall be made by the Directors at any regular or special meeting duly called and held for that purpose in accordance with the Bylaws.

ARTICLE XII - AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended from time to time by resolution of the Directors at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the President and Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on June 16, 2006.



JOHN C. SCHNEIDER, ESQUIRE
Incorporator

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That INTERNATIONAL ADOPTION PROFESSIONALS, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at The Montecito - Suite 801, 616 Clearwater Park Road, West Palm Beach, Florida 33401, has named John C. Schneider as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



JOHN C. SCHNEIDER, ESQUIRE