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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 8327
Tallahassee, FL 32314

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-05/17/96--01031--011
*****78.75 *****78.75

SUBJECT: PEACHTREE INTERNATIONAL ADPTIONS, INC.

Enclosed is an original and one copy of the articles of Incorporation of the proposed above named not-for-profit corporation and a check for \$78.75 in payment of the filing fee and certificate of Incorporation.

FROM: Matthew L. von Staudach
Attorney at Law
10371 Regent Circle
Naples, FL 33942
Tel.: (941) 597-1266

 5-8-96

FILED
95 MAY 17 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS MAY 23 1996

ARTICLES OF INCORPORATION

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

ARTICLE I

Name

The name of the corporation shall be:
PEACHTREE INTERNATIONAL ADOPTIONS, INC.

ARTICLE II

Principal place of business and mailing address

The principal place of business and mailing address of this corporation shall be:
c/o Thomas T. Trettis
5020 Tamiami Trail North Suite 200
Naples, Florida 33940

ARTICLE III

Purpose

The specific purpose for which the corporation is organized is:
To facilitate and assist in the adoption of foreign born children by American citizens.

ARTICLE IV

Manner of election of directors

The method of election of directors shall be stated in the bylaws of the corporation.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

ARTICLE VI

Initial registered agent and street address

The name and the street address of the initial registered agent is:
Thomas T. Trettis
5020 Tamiami Trail North Suite 200
Naples, Florida 33940

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ARTICLE VII

Incorporators

The name(s) and the address(es) of the incorporator(s) for these articles of incorporation are:

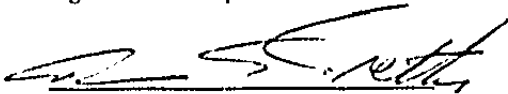
Thomas T. Trettis
5020 Tamiami Trail N. Suite 200
Naples, FL 33940

Mary Frances Kruse
4033 Citrus Drive
Naples, FL 33942

Rex Ashley
6100 Trail Blvd.
Naples, FL 33963

The undersigned incorporator has executed these Articles of Incorporation this
12th day of May, 1996.

Signature of Incorporator:

A handwritten signature in dark ink, appearing to read "T. Trettis", is written over a horizontal line.

Thomas T. Trettis

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

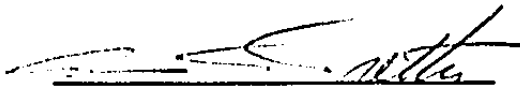
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:
PEACHTREE INTERNATIONAL ADOPTIONS, INC.

2. The name and address of the registered agent and office is:
Thomas T. Trottis
5020 Tamiami Trail N. Suite 200
Naples, FL 33940

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.



May 12, 1996