

N98000003750

MOORE, COSTELLO & HART, P.L.L.P.
A Professional Limited Liability Partnership
ATTORNEYS

REPLY TO

WRITER'S DIRECT DIAL NUMBER

ST. PAUL OFFICE

(612) 602-2689

June 24, 1998

VIA FEDERAL EXPRESS

200002572302--2
-06/25/98-01051-008
****122.50 ****122.50

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

Re: International Adoption Services, Inc. of Florida

Dear or Madam:

Please find the following enclosed for the above-referenced corporation:

1. One original and a copy of the corporation's Articles of Incorporation;
2. Michelle A. Ripp's Acceptance of Appointment as Registered Agent and
3. A check from our firm in the amount of \$122.50 to cover the filing costs.

If you have any questions, please contact the undersigned.

Very truly yours,

MOORE, COSTELLO & HART, P.L.L.P.

By

Tara D. Mattessich

BJB/jel

Enclosures

cc: Mr. Antonio S. Maset (with enclosures)

STP:54224-1.DOC/34365-3

1400 NORWEST CENTER • 55 E FIFTH ST • ST. PAUL, MN 55101-1792 • TEL. (612) 227-7683 • FAX (612) 602-2670

701 FOURTH AVENUE SOUTH • SUITE 1350 • MINNEAPOLIS, MN 55415-1823 • TEL. (612) 673-0148 • FAX (612) 602-2600

ARTICLES OF INCORPORATION
OF
INTERNATIONAL ADOPTION SERVICES, INC. OF FLORIDA

FILED
98 JUN 25 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, the undersigned, being of full age, for the purpose of forming a not for profit corporation under Chapter 617 of Florida Statutes as amended, do hereby form a body corporate and adopt these Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation shall be International Adoption Services, Inc. of Florida.

ARTICLE II

CORPORATE SEAL

This corporation shall not have a seal.

ARTICLE III

PURPOSE

This corporation is incorporated under the Chapter 617 of the Florida Statutes ("Florida Not For Profit Corporation Act") as a Florida nonprofit corporation. The primary purpose of this corporation is exclusively charitable and educational within the meanings of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or such other provisions of Florida or Federal Law as may from time to time be applicable. The specific purposes of this corporation are to educate families, birth mothers and other

interested individuals about the process of adoption, to conduct home studies in connection with the adoption process, to facilitate adoption of children by families and individuals seeking to adopt, and to engage in any other activities relating to families and adoption.

ARTICLE IV

POWERS

Section 4.1. Notwithstanding any other provisions of these Articles of Incorporation, all of the work of this corporation shall be carried on, and all funds of this corporation, whether income or principal and whether acquired by gift or contribution or otherwise, shall be used and applied exclusively for charitable, educational, religious, or scientific purposes directly or indirectly benefiting this corporation, (but no requirement that principal be expended other than at the direction of the Board of Directors is hereby created), and in such manner that no part of the net earnings of this corporation will in any event inure to the benefit of any member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or of any other corporation, organization, foundation, fund, or institution, or any other individual (except that reasonable compensation may be paid for services rendered to or for this corporation in furtherance of one or more of its purposes, and except also that individuals may benefit from grants, scholarships, fellowships and similar payments or contributions made for charitable, educational, religious, or scientific purposes in furtherance of the objects and purposes of this corporation that are otherwise permitted under the Internal Revenue Code of 1986, as amended, and regulations issued thereunder).

Section 4.2. This corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities that in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder. No part of the principal, assets or net income of this corporation shall in any event be paid or contributed to any other corporation, organization, foundation, fund, institution, or governmental body, any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation or which participates or intervenes in any political campaign on behalf of any candidate for public office, nor shall this corporation itself engage in such activities in any way, directly or indirectly, except to the extent, if any, permitted by the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 4.3. No amount shall be expended as a grant for travel, study, or other similar purposes by any individual unless such grant satisfies the requirements of the Internal Revenue Code of 1986, as amended, and regulations issued thereunder.

Section 4.4. No member that is not an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any officer or director of this corporation or other private individual shall be entitled to share in the distribution of the corporate assets on liquidation, dissolution, or winding up of this corporation. However, nothing contained in these Articles shall be construed to prevent distribution of the properties of this corporation to another distributee, otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that one or more of the members, directors, or officers of this

corporation may be connected or associated with the distributee as shareholder, member, director, officer or in any other capacity.

ARTICLE V

NONDISCRIMINATION

This corporation shall not discriminate on the basis of race, color, creed, religion, national origin, sex, marital status, sexual preference, status with regard to public assistance, sexual orientation, disability or age.

ARTICLE VI

INUREMENT OF INCOME

This corporation does not and shall not afford pecuniary gain incidentally or otherwise to its members (other than a member that is a non-profit organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended) or any private individual.

ARTICLE VII

DURATION

The duration of this corporation shall be perpetual.

ARTICLE VIII

REGISTERED/PRINCIPAL OFFICE AND AGENT

The registered and principal office of this corporation shall be located at: 7204 13th Avenue West, Bradenton, FL 34209. The name of the registered agent at this address is: Michelle A. Ripp.

ARTICLE IX

PRINCIPAL MAILING OFFICE

The principal mailing office of this corporation shall be located at: 4940 Viking Drive, Suite 388, Minneapolis, MN 55435.

ARTICLE X

CAPITAL STOCK

This corporation shall have no capital stock but shall have one voting member. International Adoption Services, Inc., a Minnesota nonprofit corporation, shall be the sole voting Member of this corporation. The Member and trustees of this corporation shall have no personal liability for corporate obligations.

ARTICLE XI

DIRECTORS

Section 11.1. The management of this corporation shall be vested in a Board of Directors elected by the sole Member.

Section 11.2. The number, qualifications and terms of office of the directors shall be fixed by the Bylaws of this corporation.

Section 11.3. An action required or permitted to be taken at a board meeting may be taken by written action signed by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, transfer all remaining assets of the corporation to International Adoption Services, Inc., provided that International Adoption Services, Inc. is at that time an exempt organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or, if International Adoption Services, Inc. does not so qualify, shall 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, 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 1986, as amended, or such other provision of Florida or federal law as may from time to time be applicable, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

AMENDMENT

These Articles may be amended at any time and from time to time as follows:

Any proposed amendment shall first be approved by the Board of Directors in a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the sole voting Member. Notice of the meeting of the sole voting Member, stating the purpose, shall be given to the sole voting Member and to each officer and director of this corporation regardless of his or her voting rights. The proposed amendment shall be adopted upon receiving the approval of the sole voting Member of this corporation.

ARTICLE XIV

INCORPORATOR

The name and address of the incorporator of this corporation is:

Antonio S. Maset
4940 Viking Drive
Suite 388
Minneapolis, MN 55435

IN WITNESS WHEREOF, I have hereunto executed these Articles of
Incorporation this 19th day of June, 1998.


Antonio S. Maset - Incorporator

ACCEPTANCE OF APPOINTMENT

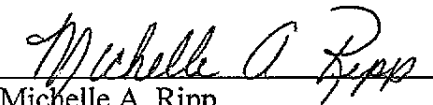
AS REGISTERED AGENT

FILED
98 JUN 25 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

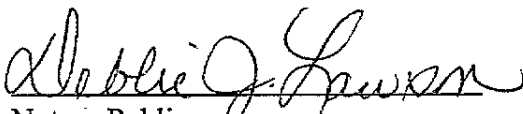
The undersigned, pursuant to Section 617.0202(1)(f) and Section 617.0501 of the Florida Not For Profit Corporation Act, does hereby state and declare as follows:

1. I hereby accept the appointment as registered agent for International Adoption Services, Inc. of Florida (the "Corporation"), a Florida Not For Profit Corporation, as of the date set forth below.
2. I am familiar with the obligations of the position of registered agent and do hereby accept said obligations in their entirety.
3. The address of my business office is identical to the address of the registered office of the Corporation.

IN WITNESS WHEREOF, I have hereunto executed this Acceptance of Appointment as Registered Agent this 23rd day of June, 1998.


Michelle A. Ripp
FL DL# R100-241-52-845-10

Subscribed and sworn to before me
this 23rd day of June, 1998.


Notary Public
Bradenton County, FL



Debbie J. Lawson
MY COMMISSION # 00583108 EXPIRES
September 8, 2000
BONDED THRU TROY FAIR INSURANCE, INC.