

**0000080734**

**LIZARUS CORPORATE FILING SERVICE**

(Requestor's Name)  
3320 S.W. 87 AVENUE

(Address)  
MIAMI, FLORIDA (305)552-5973  
(City, State, Zip) (Phone #)

800003372768--8  
-08/25/00--01036--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. EMBRYO TRANSFER, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in     Pick up time 2.00     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

RECEIVED  
 AUG 25 PM 1:30  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

| NEW FILINGS                         |                   |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit            |
| <input type="checkbox"/>            | NonProfit         |
| <input type="checkbox"/>            | Limited Liability |
| <input type="checkbox"/>            | Domestication     |
| <input type="checkbox"/>            | Other             |

| AMENDMENTS               |                                       |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment                             |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent            |
| <input type="checkbox"/> | Dissolution/Withdrawal                |
| <input type="checkbox"/> | Merger                                |

| OTHER FILINGS            |                  |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report    |
| <input type="checkbox"/> | Fictitious Name  |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION |                     |
|----------------------------|---------------------|
| <input type="checkbox"/>   | Foreign             |
| <input type="checkbox"/>   | Limited Partnership |
| <input type="checkbox"/>   | Reinstatement       |
| <input type="checkbox"/>   | Trademark           |
| <input type="checkbox"/>   | Other               |

RECEIVED  
 AUG 25 AM 10:24  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE FLORIDA

*[Handwritten signature]*

Examiner's Initials \_\_\_\_\_

ARTICLES OF INCORPORATION

FILED  
00 AUG 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE ONE: NAME

The name of this Corporation shall be:

EMBRYO TRANSFER, INC.

ARTICLE TWO: NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the laws of the State of Florida.

ARTICLE THREE: TERM OF EXISTENCE

This Corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. The date on which Corporate existence shall begin, will be the date of filing of these Articles with the Secretary of State.

ARTICLE FOUR: CAPITAL STOCK

This Corporation is authorized to issue shares of stock as follows:

- 1.- Designation: The stock of this Corporation shall be known as common stock.
- 2.- Authorized: The maximum number of shares of Common Stock that this Corporation may issue is: 1000 SH.
- 3.- Consideration: Shares of Common Stock may be issued in exchange for cash, real property, labor or services rendered, or in any combination of the foregoing. The judgement of the Board of Directors shall be conclusive as to the value of any such consideration.
- 4.- Non-Assessability: Each share of Common Stock shall be issued in exchange for consideration which is at least equal to the par value thereof, and shall be fully paid and non-assessable.
- 5.- Par-Value: Each share of Common Stock shall have the par-value of: One Dollar (1.00 )
- 6.- Voting Rights: Each share of Common Stock shall entitle the record holder thereof to one vote upon each proposal presented at meetings of the Stockholders of the Corporation.
- 7.- Dividends: Record holders of Common Stock are entitled to receive their pro-rata share of any dividends that may be declared by the Board of Directors out of assets legally available for such purposes.

8.- Liquidation Rights: Holders of Common Stock are entitled, in the event of liquidation or dissolution of this Corporation, to receive their pro-rata share of any assets of this Corporation remaining after payment of all corporate debts and obligations.

ARTICLE FIVE: DIRECTORS

This corporation shall have 1 Director(s) initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Director(s) of this Corporation is/are:

GABRIEL JAIME TORO  
15755 S.W. 102ND LANE  
MIAMI, FLORIDA. 33196

ARTICLE SIX: PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office for this Corporation will be the same as the mailing address. The address is:

15755 S.W. 102ND LANE.  
MIAMI, FLORIDA. 33144

ARTICLE SEVEN: AMENDMENT

These Articles of Incorporation may be amended in any manner consistent with the laws of the State of Florida.

ARTICLE EIGHT: RESIDENT AGENT

The undersigned individual shall be Resident Agent for service of process in the state of Florida on behalf of the Corporation. The Resident Agent may resign at any time and the Corporation may change its Resident Agent at any time also.

RESIDENT AGENT: GABRIEL JAIME TORO

ADDRESS: 15755 S.W. 102ND LANE.

MIAMI, FLORIDA. 33144

ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent of the above Corporation, at the place designated in the Articles of Incorporation. I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida Corporations Code pertaining to the duties and responsibilities of a Registered Agent.

  
GABRIEL JAIME TORO  
RESIDENT AGENT

ARTICLE NINE: INCORPORATION

The name(s) of the person(s) executing these Articles of Incorporation is/are:

GABRIEL JAIME TORO

IN WITNESS WHEREOF, the undersigned Subscriber(s) has/ have executed these Articles of Incorporation this 22ND day of AUGUST , 2000

  
GABRIEL JAIME TORO  
SUSCRIBER

00 AUG 25 PM 1:30  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

FILED


STATE OF FLORIDA }  
                          } SS:  
COUNTY OF DADE }

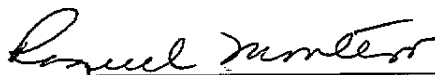
I HEREBY CERTIFT THAT on this day, before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared the above named individual(s), well known to me to be the person(s) described in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that the same were executed for the purpose expressed therein.

IN WITNESS WHEROF, I have hereunto affixed my hand and official seal at Miami , Dade County, State of Florida.

Date: AUGUST 22ND, 2000

My Commission Expires:

 Raquel Montero  
My Commission CC955025  
Expires August 27, 2004

  
Notary Public, State of  
Florida, At Large.