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August 26, 2002

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
02 AUG 28 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Article of Incorporation for North American Surrogate Mothers, Inc.

Dear Madam/Sirs:

I am enclosing the original and one copy of Articles of Incorporation for the referenced entity. Also enclosed is a check for \$78.75 to cover filing fees, designation of registered agent, return of certified copy and related matters.

Please arrange for issuance of charter and return a certified copy of same to me. If any additional information is needed, please do not hesitate to contact me.

Sincerely,



Constance M. Burke

CMB/hmf

Enclosures

QB 8/30 ✓

**ARTICLES OF INCORPORATION
OF
NORTH AMERICAN SURROGATE MOTHER'S, INC.
(A PROFIT FLORIDA CORPORATION)**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is NORTH AMERICAN SURROGATE MOTHER'S, INC.

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the corporation is 2332 Pine Ridge Road, Naples, Florida 34109.

ARTICLE III. PURPOSE

The purpose and object of the corporation is to provide services to surrogate mothers.

ARTICLE IV. DURATION

This corporation shall exist in perpetuity.

ARTICLE V. CORPORATE EXISTENCE

The date when corporate existence shall commence is upon the filing of these Articles.

ARTICLE VI. CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of no par stock.

ARTICLE VII. PRE-EMPTIVE RIGHTS.

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name and address of the initial registered agent at that address is as follows:

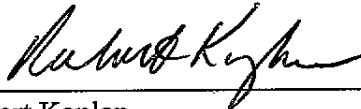
Constance M. Burke, Esq.
2660 Airport Road South
Naples, Florida 34112

ARTICLE IX. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Dr. Robert Kaplan
2332 Pine Ridge Road
Naples, Florida 34109

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this 19 day of July, 2002.



Dr. Robert Kaplan

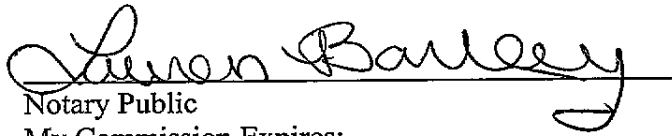
STATE OF FLORIDA
COUNTY OF COLLIER

BEFORE ME, a Notary Public authorized to take acknowledgments, personally appeared Dr. Robert Kaplan, known to me to be the person who execute the foregoing Articles of Incorporation, and acknowledged before me that he executed said Articles of Incorporation for the uses and purposes expressed therein. He is personally known to me and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 19th day of July, 2002.



Lauren E. Bartle
Commission # DD 04411
Expires July 23, 2005
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public
My Commission Expires:
Commission No.

ACCEPTANCE OF RESIDENT AGENT

Having been named as Registered Agent to accept service of process of the above-stated corporation at the place designated in these Articles of Incorporation, 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.

Dated this 19 day of July, 2002.



Constance M. Burke

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA