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TO: DIVISION OF CORPORATIONS

FROM: PROSKAUER ROSE GOETZ &amp; MENDELSON

DEPARTMENT OF STATE

2258 GLADES ROAD

STATE OF FLORIDA

ONE BOCA PLACE STE 340 W

409 EAST GAINES STREET

BOCA RATON FL 33431-0000 000

TALLAHASSEE, FL 32399

CONTACT: COLLEEN A BRUNO

AX: (904) 922-4000

PHONE: (407) 995-4751

FAX: (407) 241-7145

((H96000007697)))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: INMD ACQUISITION CORP.

FAX AUDIT NUMBER: H96000007697

CURRENT STATUS: REQUESTED

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ARTICLES OF INCORPORATION  
OF  
INMD ACQUISITION CORP.

Article I  
Name

The name of the corporation is INMD ACQUISITION CORP.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal place of business of the corporation shall be:

222 S.W. 36th Terrace  
Gainesville, Florida 32607

Article V  
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, \$.01 par value per share.

Henry E. Lichtenberger, Esq.

FL Bar No. 0938238  
Proskauer Rose Goetz & Mendelsohn LLP  
2255 Glades Road, Suite 340W  
Boca Raton, FL 33431  
407-241-7400

05/29/96 6:45pm  
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TALLAHASSEE, FLORIDA

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Article VI  
Initial Registered Office And Agent

The corporation's initial registered agent and office address are:

CT Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

Article VII  
Initial Board of Directors

The corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The names of the initial directors of the corporation are:

Gerardo Canet  
Dwight P. Ryan

Article VIII  
Incorporator

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

Henry E. Lichtenberger, Esq.  
Proskauer Rose Goetz & Mendelsohn LLP  
2255 Glades Road, Suite 340W  
Boca Raton, Florida 33431

Article IX  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

Article X  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850(1) and (2) of the Florida Statutes), as

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the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs, the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

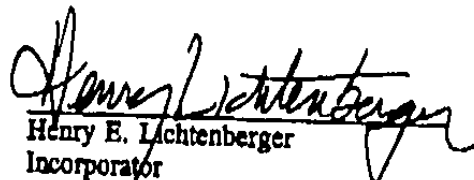
Article XI  
Bylaws

The corporate bylaws may be adopted, altered, amended or repealed by either the shareholders or the board of directors, but the board of directors may not amend or repeal any bylaw provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XII  
Beginning of Corporate Existence

The corporate existence of the corporation shall begin upon filing of these Articles.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 31<sup>st</sup> day of May, 1996.

  
Henry E. Lichtenberger  
Incorporator

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ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION 607.0801 (3)  
F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND ACCEPTS THE  
OBLIGATIONS PROVIDED FOR IN SECTION 607.0506.

CT CORPORATION SYSTEM, AS AGENT FOR INMD ACQUISITION CORP.

DATED MAY 30, 1996

BY 

PETER F. SOUZA  
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

.....  
MERGING:

WOMEN'S RESEARCH CENTERS, INC. AMERICA, a Florida corporation,  
L96069

MIDLIFE CENTERS OF AMERICA, INC., a Florida corporation, H68752

THE CLIMACTERIC CLINIC, INC., a Florida corporation, H76214

INTO

INMD ACQUISITION CORP. which changed its name to

**WOMEN'S MEDICAL & DIAGNOSTIC CENTER, INC.,** a Florida corporation,  
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File date: June 7, 1996

Corporate Specialist: Linda Stitt

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((H96000008008))) ELECTRONIC FILING COVER SHEET  
TO: DIVISION OF CORPORATIONS FROM: PROSKAUER ROSE GOETZ & MENDELHOHN  
DEPARTMENT OF STATE 2255 GLADES ROAD  
STATE OF FLORIDA ONE BOCA PLACE STE 340 W  
409 EAST GAINES STREET BOCA RATON FL 33431-0000  
TALLAHASSEE, FL 32399 CONTACT: COLLEEN A BRUNO  
FAX: (904) 922-4000 PHONE: (407) 995-4751  
FAX: (407) 241-7145

((H96000008008))) DOCUMENT TYPE: MERGER OR SHARE EXCHANGE  
NAME: INMD ACQUISITION CORP.  
FAX AUDIT NUMBER: H96000008008 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 06/07/1996 TIME REQUESTED: 10:35:42  
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\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

F1=Help F10=Menu bar Ctrl+F=File [OFF] Ctrl+P=Printer [OFF]

NOTE: Name of Surviving Corporation  
is Women's Medical &  
Diagnostic Center, Inc.

Corporation + Inc. ✓  
Gunders

DIVISION OF CORPORATIONS

11:11AM 7-JUN-96

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JUN -7 PM 2:33

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**STATE OF FLORIDA  
ARTICLES OF MERGER**

of

**THE CLIMACTERIC CLINIC, INC.,**  
a Florida corporation

**MIDLIFE CENTERS OF AMERICA, INC.,**  
a Florida corporation

and

**WOMEN'S RESEARCH CENTERS, INC. AMERICA,**  
a Florida corporation

into

**INMD ACQUISITION CORP.,**  
a Florida corporation

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Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger:

**FIRST:** The plan of merger is as follows:

(1) The Climacteric Clinic, Inc., a Florida corporation, Midlife Centers of America, Inc., a Florida corporation, and Women's Research Centers, Inc. America, a Florida corporation (collectively the "Merger Companies"), shall be merged, in accordance with Section 607.1101 of the Florida Business Corporation Act, with and into INMD Acquisition Corp., a Florida corporation (the "Company"), which shall be the surviving corporation (the "Merger"). The Company, as such surviving corporation, is referred to herein as the "Surviving Corporation."

(2) On the Effective Date (as hereinafter defined), the outstanding shares of the Common Stock (the "Merger Company Shares") of the Merger Companies (the "Merger Company Stock") shall be treated as follows:

(a) All Merger Company Shares issued and outstanding on the Effective Date shall be converted into shares of the voting Common Stock of IVF America, Inc., par value \$0.01 per share ("Parent Stock"), and cash, (collectively, the "Merger Consideration"), as provided in (3) below.

HEMILY E. Lichtenberger, Esq.  
FL Bar No. 0938238  
Proskauer Rose Goetz & Mendelsohn LLP  
2255 Glades Road, Suite 3400  
Boca Raton, FL 33431  
407-241-7400

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(b) All capital stock of the Merger Companies held in the treasury of the Merger Companies immediately prior to the Effective Date shall be canceled and no Parent Stock, cash or other consideration of any kind shall be delivered in exchange therefor.

(3)

(a) On the Effective Date, the stock transfer books of the Merger Companies shall be closed and no transfer of certificates formerly representing shares of the Merger Companies outstanding on the Effective Date shall thereafter be made. Parent shall act as the exchange agent for the surrender and exchange of Merger Companies Shares for the Merger Consideration. At the Closing, the Shareholders of the Merger Companies shall deliver to Parent in exchange for the Merger Consideration, the stock certificate(s) for such Merger Company Stock, duly endorsed for transfer or accompanied by stock transfer powers executed in blank. Parent shall have no responsibility or liability for surrendered stock certificates until its actual receipt of same.

Upon surrender of certificate(s) representing the outstanding shares of Merger Company Stock, duly endorsed for transfer, together with duly executed and completed stock transfer powers endorsed in blank, the Shareholders of the Merger Companies shall receive upon such surrender in exchange for the shares of Merger Company Stock, the following Merger Consideration:

(i) In exchange for the Merger Companies' Shares, (A) cash in an aggregate amount equal to Three-Hundred Fifty Thousand (\$ 350,000), and (B) a number of shares of Parent Stock ("Parent Shares") equal to the quotient derived by dividing Two Million Dollars (\$2,000,000) by the "Parent Share Value" as defined in clause "(iii)" below.

(ii) No fractional Parent Shares will be issued. Parent shall aggregate the Parent Shares issuable to Seller, and, if following such aggregation, Seller would be entitled to receive a fractional Parent Share but for this Section, Shareholders of the Merger Company will, in lieu of such fractional share and upon surrender of certificate or certificates of Merger Company Stock, receive an amount in cash equal to the Parent Share Value multiplied by the fraction of the Parent Share to which Seller would otherwise be entitled.

(iii) "Parent Shares Value" shall equal the average bid price of a Parent Share, as reported in The Wall Street Journal, NASDAQ National Market System Transactions, for the ten consecutive trading days prior to the earlier of (A) the Effective Date or (B) the date the Merger is publicly announced, subject to a ceiling of Three Dollars (\$3.00) per share and a floor of Two Dollars (\$2.00) per share.

(b) The cash portion of the Merger Consideration to be paid upon the execution of these articles of merger.

(4) The articles of incorporation of the Company, as in effect immediately prior to the Effective Date of the Merger, shall be the articles of incorporation of the Company until the

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same shall be amended in accordance with the Florida Business Corporation Act and such articles of incorporation, provided, however, that the first article of the articles of incorporation of the Company shall be amended to read as follows: "The name of the corporation is Women's Medical & Diagnostic Center, Inc."

**SECOND:** The Effective Date of the Merger is the date on which these Articles of Merger are filed with the Department of State of the State of Florida.

**THIRD:** The plan of merger was adopted by the Board of Directors and sole shareholder of the Company on the 5th day of June, 1996, and was adopted by the Board of Directors and shareholders of the Merger Companies on the 7th day of June, 1996.

Signed this 7th day of June, 1996.

The Climacteric Clinic, Inc.,  
a Florida corporation

By: Morris Notelovitz  
Morris Notelovitz, M.D., President

INMD Acquisition Corp., (t/b/a Women's  
Medical & Diagnostics Center, Inc.)  
a Florida corporation

By: Dwight P. Ryan  
Dwight P. Ryan, Vice President

Midlife Centers of America, Inc.,  
a Florida corporation

By: Morris Notelovitz  
Morris Notelovitz, M.D., President

Women's Research Centers, Inc. America  
a Florida corporation

By: Morris Notelovitz  
Morris Notelovitz, M.D., President

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