

12/05/96

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: INTERNATIONAL ADOPTION SERVICES, INC.
AUDIT NUMBER.....H96000017053
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
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CERT. COPIES.....1
PAGES..... 4
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-10-96
[Signature]



FLORIDA DEPARTMENT OF STATE

Sandra B. Morham
Secretary of State

December 5, 1996

EMPIRE

SUBJECT: INTERNATIONAL ADOPTION SERVICES, INC.
REF: W96900025549

We received your electronically transmitted document. However, document has not been filed and needs the following corrections:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Dana Calloway
Document SpecialistFAX Aud. #: H96000017053
Letter Number: 896A00054678

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ARTICLES OF INCORPORATION

OF
EASTERN ADOPTION SERVICES, INC.

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under the laws of the State of Florida, and all rights duties and obligations of the undersigned as incorporator, and those of the corporation, are to be determined in accordance with the laws of the State of Florida.

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FLORIDA

ARTICLE I

The name of this corporation shall be: EASTERN ADOPTION SERVICES, INC.

ARTICLE II

This corporation shall commence existence upon the filing of these Articles of Incorporation by the Department of State, State of Florida, and shall have perpetual existence.

ARTICLE III

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz:

- (1) Transact any and all lawful business.
- (2) Said corporation shall further have powers:

To have perpetual succession by its corporate name;

To sue and be sued, complain, and defend in its corporate name in all actions or proceedings;

To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statute §607.141;

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or

Ianica Shoucair Hardan, Esquire
90 N.W. 165 Street, #M600
North Miami Beach, FL. 33169
Tel: 305 948 8616
L. Bar # 298409

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Indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof;

To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security of the payment of funds so loaned or invested;

To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state;

To elect or appoint officers and agents of the corporation and define their duties and fix their compensation;

To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration;

To make donations for the public welfare or for charitable, scientific, or educational purposes;

To transact any lawful business which the board of directors shall find will be in aid of governmental policy;

To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries;

To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise;

To have and exercise all powers necessary of convenient to affect its purposes;

To indemnify any person who by reason of the fact that he is or was a director, officer, employee or agent of the corporation to the full extent as permitted by Florida Statute 8607.014.

ARTICLE IV

The aggregate number of shares which this corporation shall have authority to issue is the total sum of 1000 shares, having an individual par value of \$1.00

Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V

The street address of the initial registered office and the name of the Initial Registered Agent of this corporation shall be: Bianca Shoucair Hardan, Esquire

Registered Agent hereby 290 N.W. 165 Street, #M600
accepts said position. North Miami Beach, Florida 33162

ARTICLE VI

Bianca Shoucair Hardan
Registered Agent

The initial Board of Directors shall consist of a total of three person(s) and the name and address of the person(s) who is to serve as an initial director(s) is:

Gabriela Engels-Lora
310 Community Drive #2C
Manhasset, N.Y. 11030

Fadi Hardan
18051 Biscayne Blvd.
#1202
Aventura, Fl. 33160

Robert Rock Kim
13417 S.W. 14 Lane
Miami, FL. 33184

or

275-189 Terrace
Golden Shores, Fl. 33160

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EMPIRE CORPORATE KIT

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ARTICLE VII

The address of the principal office of this corporation is
13417 B.W. 14 Lane, Miami, Florida 33184

ARTICLE VIII

The name and address of the incorporator executing these Articles of Incorporation is
Bianca Shoucair Hardan, Esquire
290 N.W.

IN WITNESS WHEREOF, the undersigned incorporator has (ve) executed these articles
of incorporation this 4th day of December, 1996


Bianca Shoucair Hardan

STATE OF FLORIDA)
COUNTY OF DADE)

Before me, a notary public authorized to take acknowledgements in the state and county
set fourth above, personally appeared Bianca Shoucair Hardan known to me and
known by me to be the person(s) who executed the foregoing articles of incorporation, and
he (they) acknowledged before me that he (they) executed those articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the
state and county aforesaid, this 4th day of December, 1996


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



Margaret E. Deeb
MY COMMISSION / COMMISSION EXPIRES
July 22, 2000
RENEWED WHEN THEY PAY DUES/FEES, ETC.

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