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TO: DIVISION OF CORPORATIONS

12/05/96

FAX #: (904)932-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: INTERNATIOANL ADOPTION SERVICES, INC.

AUDIT NUMBER..... H96000017053

DOC TYPE......FLORIDA PROFIT CORPORATION OR P.A. CERT. OF STATUS... PAGES...... 4

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FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 5, 1996

EMPIRE

SUBJECT: INTERNATIONAL ADOPTION SERVICES, INC.

REF: W96000025549

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ARTICLES OF INCORPORATION

OF

EASTERN

ADOPTION SERVICES, INC.

THE UNDERSIGNED, has executed the following document as incorporator by the above named corporation, a corporation organized under the laws of the State of Figure, 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 Floridan.

ARTICLE I

The name of this corporation shall be:

ENSTERN

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 coperate 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 facrimite 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 S607.141:

To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pladge, 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, pertnerships, or individuals, or direct or

ianca Shoucair Hardan, Esquire 30 N.W. 165 Street, \$M600 orth Miami Beach, Fl. 33169 el: 305 948 8616 l. Bar \$ 298409

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

To make centracts 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 roul and personal property as accurity 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 after 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 bourd 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 subsidieries:

To be a promoter, incorporator, partner, member, amoriate, or manager of day corporation, partnership, joint venture, trust, or other enterprises

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

To indemnify any person who, by reason of the fact that he is or was a director, officer, amployee or egent 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 sirent address of the initial	egistered office and the name of the initial	Registered
Agent of this corporation shall be:	AND	•
Registered Agent hereby	290 N.W. 165 Street, #M600"	1

Registered Agent hereby accepts said position.

ARTICLE VI

North Miami Beach, Florida Registered Agent

ada-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 #20 Manhasset, N.Y. 11030

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

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

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275-189 Terrace Golden Shores, Fl. 33160

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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 WHERBOF, the undersigned incorporator has 've) executed these articles of incorporation this 4th day of <u>December</u> 1996

Bianca Shougair Hardan

STATE OF FLORIDA

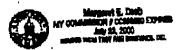
COUNTY OF DADE)

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(a) who executed the foregoing articles of incorporation, and he (they) acknowledged before me that he (they) executed those articles of incorporation.

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

NOTARY PUBLIC, STATE OF PLORIDA AT LARGE

My commission expires:



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