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Office of the Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-04/14/97--01036--005
*****70.00 *****70.00

Dear Sir,

RE: American Adoption Society, Inc.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$70.00 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to:

Mary L. Eubanks
3853 Cricket Cove Road East
Jacksonville, Florida 32224-8403

FILED
97 APR 14 AM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

Mary L. Eubanks

4-15-97

ARTICLES OF INCORPORATION

OF

American Adoption Society, Inc.

The undersigned, acting as the incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

FILED
91 APR 14 PM 12:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is:

American Adoption Society, Inc.

ARTICLE II - ADDRESS

The address of the principal office is:

3853 Cricket Cove Road East
Jacksonville, Florida 32224-8403

The mailing address of the corporation is:

3853 Cricket Cove Road East
Jacksonville, Florida 32224-8403

**ARTICLE III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office is:

863 S. Lane Avenue
Jacksonville, Florida 32205

and the name of the registered agent is:

Greg Hardee

ARTICLE IV - DURATION

The Corporation shall have perpetual existence.

ARTICLE V - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be now or hereafter organized under the laws of the State of Florida.

ARTICLE VI - CAPITAL STOCK

The Corporation is authorized to issue only one class of stock.
The total number of shares authorized shall be
1000 and the par value of each share is \$0.10.

ARTICLE VIII - BOARD OF DIRECTORS

The initial board of directors shall consist of two members.
The name and mailing address of the persons who is to serve as
directors are:

Mary L. Eubanks, Chief Operating Officer and Secretary
3853 Cricket Cove Road East
Jacksonville, Florida 32224-8403

Larry Wahl, President and Treasurer
2000 Strand
Jacksonville Beach, Florida 32250

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

Mary L. Eubanks
3853 Cricket Cove Road East
Jacksonville, Florida 32224-8403

The undersigned being the sole incorporator above named signs
and acknowledges these Articles of Incorporation at Jacksonville,
Florida, on this 3rd day of April, 1997.

Mary L. Eubanks

Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

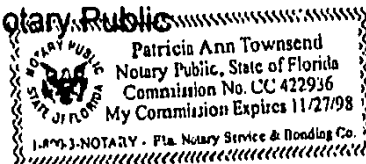
Before me, the undersigned authority, personally appeared Mary L. Eubanks, who is to me well known to be the person described in and who subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledge before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS THEREOF, I have hereunto set my hand and my official seal, at Jacksonville in said County and State this 3rd day of April, 1997.

Patricia Ann Townsend

Notary Public

My Commission Expires: 11/27/98



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is:

American Adoption Society, Inc.

2. The name and address of the registered agent and office is:

Greg Hardee

863 S. Lane Avenue

Jacksonville, Florida 32205

ACCEPTANCE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE: Greg Hardee

DATE: 4-10-97