

P 97000062097

J. Cassman
2825 Farragut
WPS FL 33409

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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DIVISION OF CORPORATIONS
97 JUL 15 4:11:43

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

97/17/97

ARTICLES OF INCORPORATION

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

OF

97 JUL 16 AM 11:43

SURROGATE PLUS, INC.

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

ARTICLE I

Name of Corporation

The name of this Corporation shall be SURROGATE PLUS, INC. with its principal office address: 2825 Farragut Lane, West Palm Beach, Florida 33409.

ARTICLE II

Purpose

This Corporation is organized for the following purposes:

(a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(b) For the purpose of transacting any or all lawful business; except that it is not to conduct a banking, safe deposit, trust insurance, surety, express, railroad, canal, telephone, telegraph or cemetery building, a building and loan association, fraternal benefit society or state fair exposition.

(c) To do any and everything pertinent to the above.

ARTICLE III

Capital Stock

This Corporation is authorized to issue one thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

ARTICLE IV

Preemptive Rights

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

ARTICLE V

Corporate Duration

This Corporation shall have perpetual duration unless sooner dissolved by law.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is: 2825 Farragut Lane, West Palm Beach, Florida 33409, and the name of the initial registered agent of this Corporation at that address is: Jayne Gassman.

ARTICLE VII

Initial Board of Directors

This Corporation shall have 2 directors initially. The number of directors may either be increased or diminished from time to time by the By-laws but shall never be less than one. The name and address of the initial Directors of this Corporation are as follows:

Jayne Gassman

2825 Farragut Lane
West Palm Beach, Florida 33446

Steven Abergren

16745 West Tenny Lane
Loxahatchee, Fla 33470
2

ARTICLE VIII

By-laws

The power to adopt, alter, amend or repeal By-laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX

Indemnification

This Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE X

Incorporator

The name and address of the person signing these Articles is as follows: Jayne Gassman, 2825 Farragut Lane, West Palm Beach, Florida 33409.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this, 10 day of July, 1997.


Jayne Gassman

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing Instrument was acknowledged before me this, 10th day of July, 1997, by Jayne Gassman, who is personally known to me or who has produced as identification.



(Notary Seal)


Notary Public, State of Florida

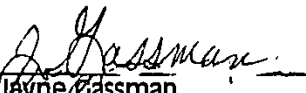
My Commission Expires:


Print Name of Notary Public

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST: THAT SURROGATE PLUS, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2825 FARRAGUT LANE, WEST PALM BEACH, FLORIDA 33409, HAS NAMED JAYNE GASSMAN, LOCATED AT 2825 FARRAGUT LANE, WEST PALM BEACH, FLORIDA 33409, CITY OF DELRAY BEACH, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.


Jayne Gassman
President

(Date) 7/10/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


Jayne Gassman

(Date) 7/10/97

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