

P9700008344

ROGERS, BOWERS, DEMPSEY AND PALADINO

ATTORNEYS

FLORIDA CENTER TOWER

501 EAST WILLOW DRIVE

SUITE 1330

WEST PALM BEACH, FLORIDA 33401

ROBERT O. ROGERS
DAVID E. BOWERS
W. GLENN DEMPSEY
RICHARD PALADINO

September 23, 1997

TELEPHONE (561) 655-8980
TELECOPIER (561) 655-9480

VIA FedEx

Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Post Office Box 6327
Tallahassee, FL 32399

200002303342--4
-09/25/97--01065--005
***122.50 ***122.50

In re: East-West Adoption Referrals, Inc.

Dear Sir/Madam:

Enclosed you will find a check in the amount of \$122.50 to cover the filing fee and cost of a certified copy of the Articles of Incorporation for the above-referenced corporations. If you have any questions, or require additional information, please give me a call.

Very truly yours,

ROGERS, BOWERS, DEMPSEY AND PALADINO



Silvie DuBois
Legal Assistant

/srd
Enclosure
a/s

FILED
97 SEP 25 AM 9:46
SECRET
TALLAHASSEE, FLORIDA

Handwritten signature and date: 9/26/97

ARTICLES OF INCORPORATION
OF
EAST-WEST ADOPTION REFERRALS, INC.

FILED
97 SEP 25 11 09 48
SEC.
TALL.

ARTICLE I - NAME AND ADDRESS

The name of this Corporation is EAST-WEST ADOPTION REFERRALS, INC. and the principal place of business of the Corporation is 3725 N.W. 53rd Street, Boca Raton, FL 33496.

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing as of the date these Articles are filed with the Secretary of State's office.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the Florida General Corporation Law.

ARTICLE IV - CAPITAL STOCK

The Corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock having a par value of One Dollar (\$7,500.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 3725 N.W. 53rd Street, Boca Raton, FL 33496, and the name of the initial registered agent of this Corporation at that address is JILL SCOTT.

ARTICLE VI - BOARD OF DIRECTORS

The Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one. The

name and address of the initial director of this Corporation is: JILL SCOTT, 3725 N.W. 53rd Street,
Boca Raton, FL 33496.

ARTICLE VII - INCORPORATOR

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

JILL SCOTT
3725 N.W. 53rd Street
Boca Raton, FL 33496

ARTICLE VIII - OFFICERS

The following named person shall be all of the officers of this Corporation from its inception
and until her successors are duly elected and qualified:

President/Secretary: JILL SCOTT

ARTICLE IX - INDEMNIFICATION

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, the undersigned incorporator has executed these
Articles of Incorporation this 16 day of September, 1997.

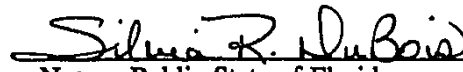


JILL SCOTT

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me on this 16 day of September,
1997, by JILL SCOTT, who is personally known to me.





Notary Public State of Florida

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

In pursuance of Chapter 48.091, Florida Statutes, EAST-WEST ADOPTION REFERRALS, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Boca Raton, County of Palm Beach, State of Florida, has named JILL SCOTT, whose address is 3725 N.W. 53rd Street, Boca Raton, FL 33496, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above state Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of laws of the State of Florida relative to keeping open said office.

Dated: 9/16/97



JILL SCOTT

sr46/Scott.art

FILED
97 SEP 25 AM 9:46
SECTION 6
TALLAHASSEE, FLORIDA