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LAW OFFICES OF

John W. Case, Esquire

ATTORNEY AND COUNSELOR AT LAW

2900 EAST OAKLAND PARK BOULEVARD
THIRD FLOOR

FORT LAUDERDALE, FLORIDA 33306

TELEPHONE: (954) 564-0550

FAX: (954) 564-8666

EFFECTIVE DATE
1-23-98

December 3, 1997

7000002368967-5
-12/11/97-01009-002
***122.50 ***122.50

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32301

Re: SURROGATE SISTERS, INC..

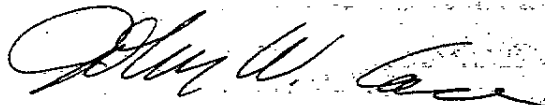
Dear Sir:

Enclosed please find an original and copy of the Articles of Incorporation of the captioned company, together with a Resident Agent form and our check #8925 in the amount of \$ 122.50 representing payment of the following:

Filing Fee:	\$ 35.00
Certified Copy of Charter	52.50
Resident Agent Certificate	35.00
TOTAL	\$ 122.50

FILED
98 JAN 26 PM 4:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Very truly yours,



John W. Case
JWC/pm

Enclosure(s)

got machine.

nm 1-26-98

W97-27703
TM-12/11/97

ARTICLES OF INCORPORATION

OF

SURROGATE SISTERS, INC.

EFFECTIVE DATE
1-23-98

FILED
98 JAN 26 PM 4:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I - NAME - LOCATION

The name of this corporation is SURROGATE SISTERS, INC, located at 114 Lake Emerald Drive, Suite 208, Oakland Park, Florida 33309

ARTICLE II - DURATION

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue Five Hundred (500) shares of ONE DOLLAR (\$1.00) par value common stock which shall be designated "Common Shares".

ARTICLE V - 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 already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

114 Lake Emerald Drive #208
Fort Lauderdale, Florida 33305

and the name of the initial registered agent of this corporation at that address is:

Joseph M. Sipala

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one 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 names and addresses of the initial director of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
ETHEL DEANNA HIGLEY	114 Lake Emerald Drive, Suite 208 Oakland Park , Florida 33309

ARTICLE VIII - INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
ETHEL DEANNA HIGLEY	114 Lake Emerald Drive, Suite 208 Oakland Park , Florida 33309

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE X - QUALIFICATION UNDER SECTION 1244

This corporation shall qualify under Section 1244 of the Internal Revenue Code and Regulations issued thereunder, and the plan to issue Section 1244 stock shall be adopted by the Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this date: _____

January 23, 1998

Ethel Deanna Higley
ETHEL DEANNA HIGLEY

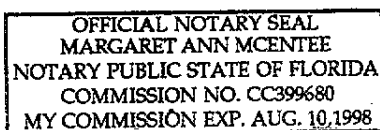
STATE OF FLORIDA)
COUNTY OF BROWARD)(

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ETHEL DEANNA HIGLEY known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County last aforesaid this date: January 23, 1998.

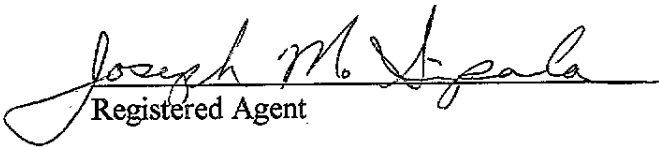
Margaret Ann McEntee
Margaret Ann McEntee
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provision of the Florida Corporation Act relative to keeping said office open.


Registered Agent

PREPARED BY:
JOHN W. CASE, ESQUIRE
2900 EAST OAKLAND PARK BOULEVARD, THIRD FLOOR
FORT LAUDERDALE, FL 33306
(954) 564-0550

98 JAN 26 PM 4:22
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED