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Article

1.) Heaven's Helpers Adoption Consultants, Inc.  
(CORPORATE NAME & DOCUMENT #)

100002952341--1  
-08/06/99-01034-005  
\*\*\*\*78.75 \*\*\*\*78.75

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

File 15

SPECIAL INSTRUCTIONS

RECEIVED  
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**ARTICLES OF INCORPORATION  
FOR  
HEAVEN'S HELPERS ADOPTION CONSULTANTS, INC.**

The undersigned incorporators to these Articles of Incorporation hereby form a corporation (the "Corporation"), under the laws of the State of Florida as follows:

**ARTICLE I**

Name

The name of the corporation shall be:  
HEAVEN'S HELPERS ADOPTION CONSULTANTS, INC.

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**ARTICLE II**

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the Office of the Florida Department of State, and the Corporation shall have a perpetual existence thereafter.

**ARTICLE III**

Nature of Business

The corporation is organized to engage in the business of advising prospective adoptive parents and assisting them with the coordination of international adoptions, and for any and all other lawful business.

**ARTICLE IV**

Capital Stock

The Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designed common shares.

**ARTICLE V**

Principal Office, Initial Registered Office, and Agent

The principal office of the Corporation, as well as the initial office of the Corporation, is located at 106 Commercial Way, Spring Hill, Florida 34606. The mailing address is the same. The name of its initial agent at such address is John C. Butler, and the address for service upon the registered agent is 106 Commercial Way, Spring Hill, Florida 34606.

## ARTICLE VI

### Directors

The Corporation shall have two directors initially. The number may be increased or decreased from time to time by the Bylaws of the Corporation, provided the Corporation shall always have at least one director. The names and addresses of each initial director of the Corporation who shall serve until successors are duly elected and qualified are:

<u>Name</u>	<u>Address</u>
John C. Butler	10441 Lansfield Street, Spring Hill, Florida 34608
Kathleen A. Butler	10441 Lansfield Street, Spring Hill, Florida 34608

## ARTICLE VII

### Incorporators

The names and addresses of the incorporators signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
John C. Butler	10441 Lansfield Street, Spring Hill, Florida 34608
Kathleen A. Butler	10441 Lansfield Street, Spring Hill, Florida 34608

## ARTICLE VIII

### Bylaws

The power to adopt, alter, amend, or appeal Bylaws shall be vested in the Board of Directors of the Corporation.

## ARTICLE IX

### Indemnification

The Corporation shall indemnify any director or officer of any former director or officer to the fullest extent permitted by law.

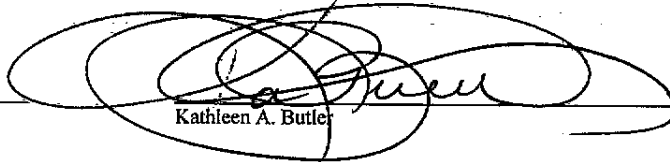
## ARTICLE X

### Amendment

These Articles of Incorporation may be amended in the manner provided by law.

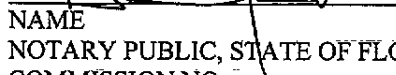
IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 5<sup>th</sup> day of August 1999.

  
John C. Butler

  
Kathleen A. Butler

STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing Articles of Incorporation are acknowledged before me this 5<sup>th</sup> day of August 1999 by John C. Butler, as incorporator.

  
NAME  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
COMMISSION NO.:  
MY COMMISSION EXPIRES:



Diana G. Bartlett  
MY COMMISSION # CC790511 EXPIRES  
November 12, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

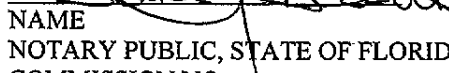
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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
COUNTY OF HERNANDO

The foregoing Articles of Incorporation are acknowledged before me this 5<sup>th</sup> day of August 1999 by Kathleen A. Butler, as incorporator.

  
NAME  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
COMMISSION NO.:  
MY COMMISSION EXPIRES:

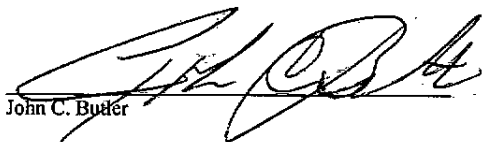


Diana G. Bartlett  
MY COMMISSION # CC790511 EXPIRES  
November 12, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

### ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and having been designated to accept service of process for the Corporation at the place designated as the registered office, I hereby agree to serve as Registered Agent, to comply with all laws regarding the performance of my duties, and to accept the duties and obligations of Section 607.325, Florida Statutes.

Date this 5<sup>th</sup> day of August 1999.

  
John C. Butler