

~~OHIO SECRETARY OF STATE~~
PROCESSING STATEMENT
01/29/97

CHARTER NUMBER: 966648
~~ROLL AND FRAME: 5729-0212~~

05729-0212

CORPORATION:

DOCUMENT NUMBER

CODE

FEE

AMERICAN INTERNATIONAL ADOPTION AGENCY, INCOR
PORATED

97012861001
97012861001

ARN
MIS

25.00
10.00

060648

RETURN TO: JOSEPH A. CARBONE CO.
ATTN J A CARBONE
1370 ONTARIO ST #800
CLEVELAND OH 44113

TOTAL : 35.00

0464

05729-0213



The State of Ohio

Bob Taft

Secretary of State

966648

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARN MIS

of:

AMERICAN INTERNATIONAL ADOPTION AGENCY, INCORPORATED

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 5729 at Frame 0214 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 28TH day of JAN ,

A.D. 19 97 .



Bob Taft
Bob Taft
Secretary of State

05729-0214

CORPRATION NOT FOR PROFIT

APPROVED
FOR FILING

BY: LO
DATE: 1-28-97
AMOUNT: \$25
97012861001

ARTICLES OF INCORPORATION

OF

AMERICAN INTERNATIONAL ADOPTION AGENCY, INCORPORATED

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation not for profit, under Sections 1702.01 et seq., Revised Code of Ohio, do hereby certify:

FIRST

The name of said corporation shall be: **AMERICAN INTERNATIONAL ADOPTION AGENCY, INCORPORATED.**

SECOND

The place in Ohio where the principal office of the Corporation is to be located is **Williamsfield, Ashtabula County, Ohio.**

THIRD

The purpose or purposes for which said Corporation is formed are:

- A. To operate a private non custodial adoption agency, licensed by the State of Ohio; to educate the public with respect to the adoption of children; to counsel prospective adoptive families; to assist families in locating adoptable children; to assist adopting families in the completion of adoptions and to engage in all conduct and activity necessary or incidental to the foregoing purposes.
- B. To provide humanitarian assistance for orphaned and abandoned children of all nationalities and citizenships; to provide financial and other assistance to orphanages and agencies having custody of orphaned and abandoned children, both in the United States and especially abroad; and to contribute to and assist in arranging the financial and other betterment of orphaned and abandoned children of all nationalities and citizenships.

05729-0215

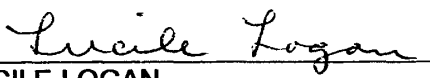
- C. Generally to have and exercise all rights and powers conferred on nonprofit corporations under the laws of Ohio, or which may hereafter be conferred, including the power to contract, rent, buy or sell personal or real property; provided, however, that this incorporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this Corporation.

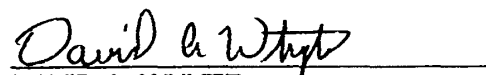
FOURTH

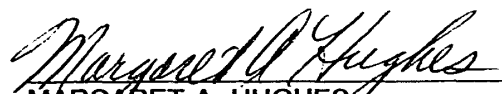
The following persons, not less than three (3), shall serve the Corporation as Trustees until the first annual meeting or other meeting called to elect Trustees:

LUCILE LOGAN	7045 County Line Road Williamsfield, Ohio 44093
DAVID A. WHYTE	9183 South Simons Road Williamsfield, Ohio 44093
MARGARET A. HUGHES	17601 West 130th Street North Royalton, Ohio 44133
DMITRY N. FASOLYAK	Polbina Str. #24 Ap.205 Moscow, Russia 129546

IN WITNESS WHEREOF, we have hereunto subscribed our names this 23rd day of January, 1997.


LUCILE LOGAN


DAVID A. WHYTE


MARGARET A. HUGHES


DMITRY N. FASOLYAK

05729-0216

ORIGINAL APPOINTMENT OF STATUTORY AGENT

The undersigned, being atleast a majority of the incorporators of
AMERICAN INTERNATIONAL ADOPTION AGENCY, INCORPORATED
(name of corporation)
hereby appoint Joseph A. Carbone to be statutory agent upon whom
(name of agent)
any process, notice or demand required or permitted by statute to be served upon the
corporation may be served. The complete address of the agent is:
800 Standard Building, 1370 Ontario Street
(street address)
Cleveland, Ohio 44113
(city) (zip code)

NOTE: P.O. Box addresses are not acceptable.

Lucile Logan
(Incorporator)
David A. Whyte
(Incorporator)
Margaret A. Hughes
(Incorporator)
D. F. Coover
(Incorporator)

ACCEPTANCE OF APPOINTMENT

The undersigned, Joseph A. Carbone, named herein as the statutory
agent for American International Adoption Agency, Incorporated, hereby
acknowledges and accepts the appointment of statutory agent for said corporation.

Joseph A. Carbone
(Statutory Agent)

05729-0217

JOSEPH A. CARBONE CO., L.P.A.

ATTORNEYS AT LAW
800 STANDARD BUILDING
1370 ONTARIO STREET
CLEVELAND, OHIO 44113

JOSEPH A. CARBONE

DAVID M. MAISTROS
(216) 861-3000
FAX (216) 861-3916

FED EX

January 27, 1997

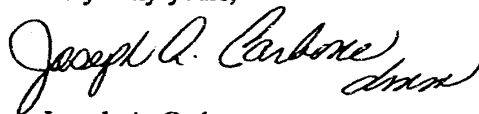
Secretary of State
Corporations Division
30 East Broad Street, 14th Floor
Columbus, Ohio 43215

Dear Sir/Madam:

Enclosed please find Articles of Incorporation for AMERICAN INTERNATIONAL ADOPTION AGENCY, INCORPORATED along with a check in the amount of Ninety Five Dollars (\$95.00). Please file and record the Articles of Incorporation as an expedited filing, returning the original to me in the Fed Ex envelope provided.

Thank you for your very kind attention and cooperation.

Very truly yours,



Joseph A. Carbone

JAC:dmm
enclosures

CORRESPONDENCE