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Andrew J. Connolly, P.A.

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June 21, 2000

Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Acts 29 Network Corporation

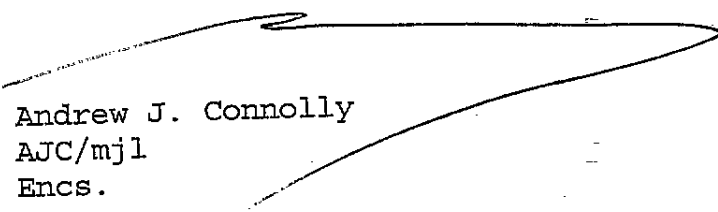
Dear Sir or Madam:

Enclosed is the original First Amendment to Articles of Incorporation, together with a copy of the same on the above-referenced matter.

Also enclosed is our check in the amount of \$35.00, representing the fee for the amendment of the Articles

Thank you in advance for your cooperation in this regard. A pre-addressed, stamped envelope is included for your returning the amended Articles to us.

Sincerely yours,


Andrew J. Connolly
AJC/mjl
Encs.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amend
6/30
AJC/SP

**FIRST AMENDMENT TO ARTICLES OF INCORPORATION
FOR
ACTS 29 NETWORK CORPORATION**

A Florida Not For Profit Corporation

The undersigned incorporators: Ernest Tomforde, P. David Nicholas, and James Tallbacka, certify that: they constitute all of the incorporators of ACTS 29 NETWORK CORPORATION whose articles of incorporation were filed on March 13, 2000 with the Department of State, State of Florida; said corporation has not elected directors, issued shares nor acquired members; effective this 15TH of JUNE, 2000 they, by the execution hereof do approve and make the following amendments to the Articles of Incorporation of ACTS 29 NETWORK CORPORATION:

1. The following articles are amended in their entirety:

**ARTICLE III
PURPOSE**

The said Corporation shall be organized for the following purposes:

- 1.) Charitable and religious purpose including making distributions to religious organizations that qualify as exempt religious organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.
- 2.) The furthering of the Christian ministry through an association of local churches which have joined together

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TALLAHASSEE FLORIDA

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for the purpose of mutual edification and support; and for the planting of new churches;

3.) The Corporation shall also have the authority to ordain people to the gospel ministry, and credential them for this purpose;

4.) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE IV QUALIFICATION FOR MEMBERSHIP

Membership shall be drawn from those churches that subscribe to the purposes and objectives of the corporation so long as same are religious organizations that qualify as exempt religious organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

2. The following articles are added to the original Articles of Incorporation:

ARTICLE VIII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons,

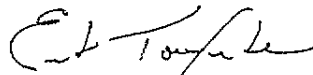
except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IX

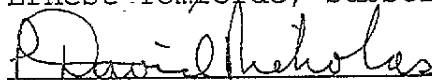
Upon the dissolution of the corporation, assets shall be distributed equally to each member church who has

contributed to this corporation within the six months next preceding the effective date of the articles of dissolution of this corporation and is a religious organization that qualifies as an exempt organization under Section 501(c)(3) and for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or if no such members, the assets shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

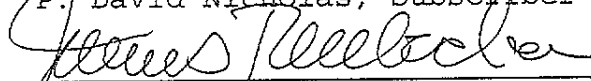
DATED this 15th day of JUNE, 2000.



Ernest Tomforde, Subscriber



P. David Nicholas, Subscriber



James Tallbacka, Subscriber

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority duly authorized to take acknowledgments and administer oaths, personally appeared ERNEST TOMFORDE, P. DAVID NICHOLAS, and JAMES TALLBACKA, to me known to be the persons described in and who executed the foregoing First Amendment to the Articles of Incorporation of ACTS 29 NETWORK CORPORATION and they acknowledged before me that they executed the same for the purposes therein stated.

WITNESS MY HAND AND SEAL in the County and State aforesaid this 15th day of June, 2000.

Beverly B. McDougall
Notary Public

My Commission Expires:

