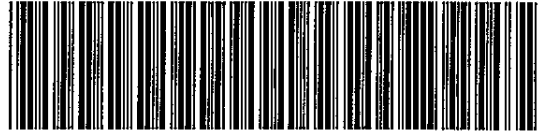


NO 2000007980

(Requestor's Name)



200025896772

North Star
P.O. Box 87
Ocala FL 34660

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

01/02/04--01006--006 **52.50

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

called 1/5/04 [Signature]

Office Use Only

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04 JAN 12 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMEND

12-27-03

Dear Division of Corporations,
Enclosed are the Amended
Articles for North Star Catholic
Ministries Inc. Enclosed is the
filing fee of \$35⁰⁰, as well as
the fee for two certified copies
at \$8.75 each. Please forward
these documents as soon as possible
to:

North Star Catholic Ministries Inc.
P.O. Box 87
Ozona FL 34660

Sincerely,

Susan Keeling

Susan Keeling
president

ARTICLES OF AMENDMENT
to
ARTICLES OF INCORPORATION
of

North Star Catholic Ministries Inc

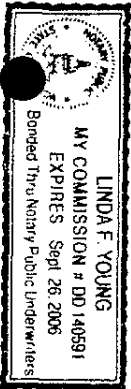
 (present name)

 (Document Number of Corporation (If known) N 02000007980)

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (INDICATE ARTICLE NUMBER (S) BEING AMENDED, ADDED OR DELETED.)

Sixth - through - ninth



SECOND: The date of adoption of the amendment(s) was: December 23, 2003

THIRD: Adoption of Amendment (CHECK ONE)

The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

STATE OF FLORIDA
 COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 23rd day of December, 2003
 by Susan Marie Keeling

Susan Marie Keeling
 Signature of Chairman, Vice Chairman, President or other officer

Susan Marie Keeling
 Typed or printed name

President Title December 23, 2003 Date

Personally known OR Produced in accordance with Florida Statute 617.1006
 Signature of Notary - State of Florida
Linda F. Young
 Notary Public
 My Commission Expires 9/26/06
 FLDC

North Star Catholic Ministries Inc.

Articles of INCORPORATION (Amended)

First

The Name of the corporation is:

NORTH STAR CATHOLIC MINISTRIES INC.

Second

The Principal Place of Business address:

**161 MARGIE STREET
PALM HARBOR FL 34683**

The mailing address of the corporation is:

**PO BOX 87
OZONA FL 34660**

Third

Said Corporation is organized exclusively for religious, charitable and educational purposes, and the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. We intend to promote the evangelization and implementation of the Gospels of Jesus Christ and the Christian faith, particularly Catholicism, using television and video media and other sources; we intend to help those in crisis, those in need of financial assistance, and other worthy causes.

Fourth

The manner in which directors are elected or appointed is:

APPOINTMENT

FILED
04 JAN 12 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Fifth

The names and addresses of the persons who are the initial trustees, officers and/or directors of the corporation are as follows

Susan Marie Keeling, President
161 Margie Street
Ozona, Fl 34660

Andrew John B. McBain, Vice-President
7296 West 85th Street
Los Angeles, CA 90045

James Trevor Patrick Stefanski, Secretary/Treasurer
161 Margie Street
Ozona, FL 34660

Sixth

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 Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in (including the publishing or distribution of statements) and political campaign on behalf 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 by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code 1954, or the corresponding section of any future federal tax code or United States Internal Revenue Law, or (b) by a corporation, or organization, contributions to which are deductible under section (170)(c)(2) of the Internal Revenue Code of 1954, or the corresponding section or provision of any future federal tax code or United States Internal Revenue Code.

Seventh

Upon the winding up and dissolution of this organization, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the purposes specified in section 501(c)(3) of the Internal Revenue Code or 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 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 such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Eighth

The name and Florida street address of the registered agent is:

Susan M. Keeling
161 Margie St.
Palm Harbor, FL 34683

Ninth

The name and Florida street address of the incorporator is:

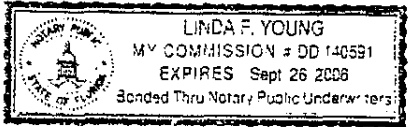
Susan M. Keeling
161 Margie St.
Palm Harbor, FL 34683

I certify that I am familiar with and accept the responsibilities of registered agent.

In witness whereof, we have hereunto subscribed our names this 22nd day of December, 2003.

Registered agent signature: *Susan M. Keeling*
president, registered agent and incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS
The foregoing instrument was acknowledged before me
this 22nd day of December, 2003
by: *Susan M. Keeling*



Linda F. Young
signature of Notary - State of Florida

Personally known OR Produced Identification
Type of Identification Produced: FL ID