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1-23-03

CORPDIRECT AGENTS, INC. (formerly CCRS)
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: PAM

DATE: 1-23-03

REF. #: 0972.12284

CORP. NAME: CIFA MERGER SUB INC

(X) ARTICLES OF INCORPORATION
( ) ARTICLES OF AMENDMENT
( ) ARTICLES OF DISSOLUTION
( ) ANNUAL REPORT
( ) TRADEMARK/SERVICE MARK
( ) FICTITIOUS NAME
( ) FOREIGN QUALIFICATION
( ) LIMITED PARTNERSHIP
( ) LIMITED LIABILITY
( ) REINSTATEMENT
( ) MERGER
( ) WITHDRAWAL
( ) CERTIFICATE OF CANCELLATION
( ) UCC-1
( ) UCC-3
( ) OTHER: ____________________

STATE FEES PREPAID WITH CHECK# 504317 FOR $ 70.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

____________________ COST LIMIT: $________

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Examiner's Initials

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

CIFA MERGER SUB, INC.

I.

The name of the corporation is: CIFA Merger Sub, Inc. (the "Corporation").

II.

The Corporation is organized pursuant to the Florida Not For Profit Corporation Act, as it may be amended from time to time (the "Act").

III.

The principal place of business and mailing address of the Corporation is: 415 Pershing Road, Indianola, Mississippi 38751.

The name and the address of the initial registered agent and registered office of the Corporation is:

Michael A. Walters
Smith, Gambrell & Russell, LLP
Bank of America Tower
50 North Laura Street, Suite 2200
Jacksonville, Florida 32202

IV.

The Corporation is organized to engage in such activities as will serve the common interests of its members as franchisees of the Church's system.

V.

The Corporation shall have members. Membership qualifications, voting rights of members and the manner and effect of termination of membership shall be set forth in the Bylaws of the Corporation.

VI.

The number, term, qualifications, and method of electing the Corporation's directors and the directors' authority shall be set forth in the Corporation's Bylaws.

The initial directors of the Corporation are:

NAME	ADDRESS
Barry Conner	5509 Bogie Avenue Farmington, New Mexico 87402
Joe Mauldin	541 Central Avenue, #203 P.O. Box 6544 Laurel, Mississippi 39441-6544
Aslam Khan	Falcon Holdings 1200 Harger Road, Suite 800 Oakbrook, Illinois 60523
James Cooper	J.A.C.H. Enterprises 3149 Perkins Road Memphis, Tennessee 38113
Mike Baig	5960 W. Parker, Suite #278-197 Plano, Texas 75093
Kamran Habeeb	4510 E. Pacific Coast Highway, Suite 595 Long Beach, California 90804
Vicki DeFratus	CFC of Corpus Christi 4509 Lake Bistineau Corpus Christi, Texas 78413
Tom Gresham	Double Quick, Inc. P.O. Box 690 415 Pershing Avenue Indianola, Mississippi 38751
Mike Knobelock	19407 Park Row, Suite 102 Houston, Texas 77084
Tony Larrea	P.O. Box 360597 San Juan, Puerto Rico 00936-0597

VII.

The name and the address of the sole incorporator of the Corporation is:

Patrick W. Macken
Smith, Gambrell & Russell, LLP
Suite 3100, Promenade II
1230 Peachtree Street, N.E.
Atlanta, Georgia 30309-3592

VIII.

Except to the extent required by the Act, no director shall have personal liability to the Corporation or its members, if any, for monetary damages for breach of duty of care or other duty as a director. No repeal or amendment of this Article VIII, nor the adoption of any Article inconsistent with this Article shall eliminate or reduce retroactively the effect of this Article. If the Act is amended hereafter to provide for further limitations on director's liability, then such further limitations shall be incorporated herein by reference, without the necessity of amending these Articles of Incorporation in order to list them.

The Corporation shall be managed, its affairs regulated, and indemnity provided to its members, officers and directors as provided in its Bylaws.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed these Articles this 21st day of January, 2003.

Patrick W. Macken, Incorporator

Having been named as registered agent to accept service of process for the Corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Date: 1/17/03

Michael A. Walters

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