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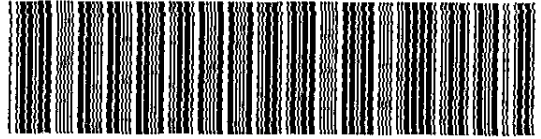
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GLENN T. SHELBY, P.A.

Attorney at Law
Certified Circuit Court Mediator

2323 South Florida Avenue • Lakeland, Florida 33803 • 863-688-5838

December 16, 2003

Secretary of State
Division of Corporations
P. O. Box 6327
409 East Gaines Street
Tallahassee, FL 32399

RE: Grace Way Community
Church, Inc.

Dear Secretary:

Enclosed please find the original Articles of Incorporation for Grace Way Community Church of Lakeland, Inc., for filing. Our check in the amount of \$70.00 is also enclosed to cover the filing fee.

Thank you very much.

Sincerely,

Glenn T. Shelby

GLENN T. SHELBY

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GTS:awj
Enclosures

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

GRACE WAY COMMUNITY CHURCH, INC.,
a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation is GRACE WAY COMMUNITY CHURCH, INC.

ARTICLE II.

The corporation shall have perpetual duration.

ARTICLE III.

The corporation is a not for profit corporation. The purpose for which the corporation is organized is:

(a) To engage in the work of the ministry of Jesus Christ as a church, including related ministries.

(b) The general purposes for which this corporation is formed are to operate exclusively for such religious and charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propoganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV.

The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws.

ARTICLE V.

The street address of the initial registered office and principal office of the corporation is 1069 Hwy. 92 W., Auburndale, FL 33823 and the mailing address of the corporation is 1069 Hwy. 92 W., Auburndale, FL 33823. The initial registered agent at that address shall be DANIEL J. NODERER.

ARTICLE VI.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that such number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on or before January 25, 2003, at 7:00 PM, at Lakeland, Florida, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of 1 year until the second annual meeting of members following the election of directors and until the qualification of the successors in office. Meetings shall be held annually, on the third Sunday in January of each year at the principal office of the corporation, or at such other place or places as the board of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under

any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address
DANIEL J. NODERER	1069 Hwy. 92 W. Auburndale, FL 33823
MARK BROOKS	6821 O'Daniel Loop West Lakeland, FL 33809
TODD HAZELTON	3515 Sandburg Loop Plant City, FL 33566

ARTICLE VII.

The names and addresses of the incorporators are:

Name	Address
DANIEL J. NODERER	1069 Hwy. 92 W. Auburndale, FL 33823
MARK BROOKS	6821 O'Daniel Loop West Lakeland, FL 33809
TODD HAZELTON	3515 Sandburg Loop Plant City, FL 33566

ARTICLE VIII.

The board of directors shall elect the following officers: President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

President MARK BROOKS
Secretary TODD HAZELTON
Treasurer DANIEL J. NODERER


ARTICLE IX.

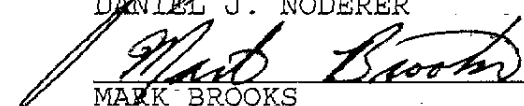
Subject to the limitations contained in the bylaws and any limitations set forth in the Laws of the State of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws.

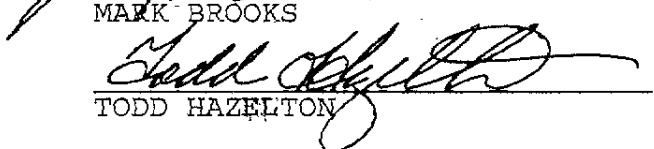
ARTICLE X.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on Dec 9, 2003.


DANIEL J. NODERER

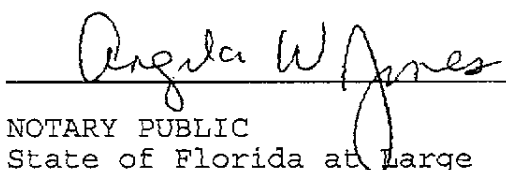

MARK BROOKS


TODD HAZELTON

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this date by DANIEL J. NODERER, MARK BROOKS, AND TODD HAZELTON, who are personally known to me or who have produced Drivers Licenses as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in said County and State, this the 9 day of Dec, 2003.


NOTARY PUBLIC
State of Florida at Large



ANGELA W. JONES
MY COMMISSION # JD 178860
EXPIRES: February 16, 2007
Bonded Thru Budget Notary Services

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

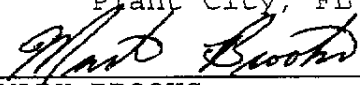
STATE OF FLORIDA
DEPARTMENT OF STATE

Certificate Designating Place of Business or Domicile for the service of Process within this State, Naming Agent Upon Whom Process may be served and names and addresses of the officers and directors.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

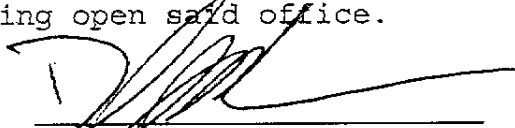
First, that GRACE WAY COMMUNITY CHURCH, INC., a corporation duly organized and existing under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at City of Lakeland, County of Polk, and State of Florida, has named DANIEL J. NODERER, located at 1069 Hwy. 92 W., Auburndale, FL 33823, its agent to accept service of process within the State.

OFFICERS:	TITLES:	SPECIFIC ADDRESS:
MARK BROOKS	President	6821 O'Daniel Loop W. Lakeland, FL 33809
DANIEL J. NODERER	Treasurer	1069 Hwy. 92 W. Auburndale, FL 33823
TODD HAZELTON	Secretary	3515 Sandburg Loop Plant City, FL 33566


MARK BROOKS
PRESIDENT

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.


DANIEL J. NODERER

It is necessary to file this Certificate within thirty days after filing Certificate of Incorporation, as to domestic corporations and within thirty days after the issuance of permit to foreign corporation; and thereafter when corporation has changed its place of business or agent or changed its officers and/or directors.