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MACKAY & RANNEY, P.A.
ATTORNEYS AT LAW

David L. MacKay

2801 S.W. College Road, Suite 1
Post Office Box 206, Ocala, Florida 34478-0206
(904) 237-3800 Fax (904) 237-0299

Thomas C. Ranney, Jr.

January 30, 1996

RECEIVED
66 JAN 31 PM 6:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office of Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: COVENANT MINISTRIES INTERNATIONAL, INC.

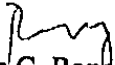
Dear Ladies:

Enclosed please find original and copy of the Articles of Incorporation for the above captioned, together with our check in the amount of \$70.00 representing filing fees, and designation of registered agent.

Please forward a copy of the Articles of Incorporation to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,


Thomas C. Ranney, Jr.
For the Firm

200001702412
-01/31/96--01030--012
*****70.00 *****70.00

TCRjr/mb

Enclosures

2/5/96
JK

ARTICLES OF INCORPORATION
OF
COVENANT MINISTRIES INTERNATIONAL, INC.
(A Corporation Not For Profit)

FILED
66 JAN 31 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation for religious purposes, and under the provisions of Chapter 617, of the Florida Statutes, do agree to the following:

ARTICLE I - Name

The name of this corporation is COVENANT MINISTRIES INTERNATIONAL, INC. and the principal office shall be 2395 NE 95th Street, Anthony, Florida 32617, Post Office Box 96, Anthony, Florida 32617.

ARTICLE II - Purposes

The purposes for which the Corporation is formed are as follows:

The general nature of the object of this corporation is to promote the message of Jesus Christ through the Bible which is the Word of God, and to bring encouragement and exhortation to the Body of Christ Jesus; and to exercise any and all rights and privileges which are now or which may hereafter be conferred upon corporations organized pursuant to the non-profit corporation laws of the State of Florida, within the limitations of Section 501(c)(3) of the Internal Revenue Code of 1954, or any corresponding provision of future provisions of any future United States Internal Revenue Law.

ARTICLE III - Membership

Members at large of the corporation shall include those of a kindred spirit who knowingly and willingly submit to the purposes herein prescribed. New members shall be admitted in the manner provided in the By-Laws.

ARTICLE IV - Term of Existence

This corporation is to exist perpetually.

ARTICLE V - Subscribers

Names and addresses of the subscribers to these articles are:

JOHN L. GIBBS 5858 NW 80th Ave., Rd.
Ocala, FL 34482

CARROLL S. PHILLIPS, JR. 2395 NE 95th Street
Anthony, FL 32617

BETTY A. PHILLIPS 2395 NE 95th Street
Anthony, FL 32617

ARTICLE VI - Board of Trustees

The Board of Trustees shall be appointed annually in accordance with the By-Laws.
The names and addresses of the initial Board of Trustees and directors of this corporation are:

JOHN L. GIBBS 5858 NW 80th Ave., Rd.
Ocala, FL 34482

CARROLL S. PHILLIPS, JR. 2395 NE 95th Street
Anthony, FL 32617

BETTY A. PHILLIPS 2395 NE 95th Street
Anthony, FL 32617

The number of Trustees may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3).

ARTICLE VII - By-Laws

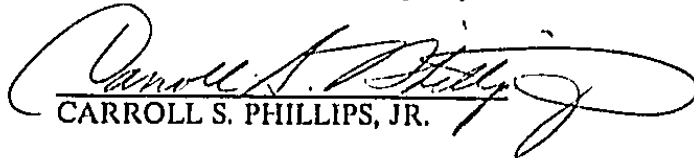
The board of trustees shall have the right to make and adopt such By-Laws as they shall deem proper and advisable and such By-Laws shall be made, altered, or rescinded upon a majority vote of the members.

ARTICLE VIII - Resident Agent

The name of the initial registered agent of this corporation is CARROLL S. PHILLIPS, JR., whose address is 2395 NE 95th Street, Anthony, Florida 32617, who signed these Articles of Incorporation to indicate his acceptance and agreement to act in this capacity as contemplated by Section 617.0503, Florida Statutes.

ACCEPTANCE

I HEREBY accept the appointment as Registered Agent of COVENANT MINISTRIES INTERNATIONAL, INC., and agree to act in that capacity.


CARROLL S. PHILLIPS, JR.

ARTICLE IX

1. 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 II hereof.

2. 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

3. 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.

4. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or of the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any asset not so disposed of shall be disposed of in such manner as approved by order of the Circuit Court of the county in which the principal office is located, upon petition therefor by the Board of Trustees, and after the publication of such notice as the Court may direct.

IN WITNESS WHEREOF, JOHN L. GIBBS and CARROLL S. PHILLIPS, JR., the undersigned subscribers have executed these Articles of Incorporation this 23rd day of January, 1996.

SUBSCRIBERS:

John L. Gibbs
JOHN L. GIBBS
Carroll S. Phillips, Jr.
CARROLL S. PHILLIPS, JR.

FILED
95 JAN 31 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 23rd day of January, 1996, by JOHN L. GIBBS and CARROLL S. PHILLIPS, JR.

Therry
Signature of Notary Public
(Print, typed, or stamp Commissioned Name of Notary Public)

My commission expires: 4-8-97

Personally known X OR Produced Identification _____
Type of Identification Produced _____

MB:AB-37;CORP;COVENANT.ART

OFFICIAL NOTARY SEAL
THOMAS C RANNEY JR
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC275398
MY COMMISSION EXP. APR. 8, 1997

N 96 0000000 583

MACKEY & RANNEY, P.A.
ATTORNEYS AT LAW

David L. Mackay

2801 S.W. College Road, Suite 1
Post Office Box 206, Ocala, Florida 34478-0206
(352) 237-3800 Fax (352) 237-0290

Thomas C. Ranney, Jr.

July 29, 1996

FILE #
96-039

Office of Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

4000001911874
08/02/96--01006--019
*****75.00 *****35.00

Re: COVENANT MINISTRIES INTERNATIONAL, INC.

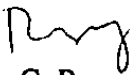
Dear Ladies:

Enclosed please find original and copy of the Articles of Amendment to Articles of Incorporation for the above captioned, together with our check in the amount of \$35.00 representing filing fees.

Please forward a copy of the Articles of Amendment to me at the above post office address.

Thank you for your attention to this matter.

Very truly yours,


Thomas C. Ranney, Jr.
For the Firm

TCRjr/mb

Enclosures

N. HENDRICKS AUG 8 1996

Amend

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
COVENANT MINISTRIES INTERNATIONAL, INC.

96 AUG -2 1996
FILED

Pursuant to the provisions of Section 617.1001, of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Covenant Ministries International, Inc.
2. The following amendment to the Articles of Incorporation was adopted by the Board of Directors of the corporation on July 23, 1996, in the manner prescribed by the Florida Not For Profit Corporation Act:

The name of the corporation is changed to **OASIS INTERNATIONAL MINISTRIES, INC.**

3. There are no members of the corporation entitled to vote on the amendment and the Board of Directors unanimously adopted the amendment on July 23, 1996.

Dated: July 23, 1996.

COVENANT MINISTRIES
INTERNATIONAL, INC.

By: [Signature] Pres.
CARROLLS. PHILLIPS, JR., Dir.

By: [Signature]
BETTY A. PHILLIPS, Director

By: [Signature]
JOHN L. GIBBS, Director

STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, the undersigned authority, personally appeared, CARROLL S. PHILLIPS, JR., BETTY A. PHILLIPS and JOHN L. GIBBS, who are to me well known to be the persons described in and who subscribed the above Articles of Amendment to the Articles of Incorporation and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the use and purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Ocala, Marion County, Florida, this 23rd day of July, 1996.

Thomas C. Ranew Jr.

Signature of Notary Public
(Print, typed, or stamp Commissioned Name of
Notary Public)
My commission expires: 4-8-97

Personally known / OR Produced Identification _____
Type of Identification Produced _____

