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SLAYMAKER AND NELSON, P.A.

Attorneys at Law

THOMAS E. SLAYMAKER - JOHN A. NELSON

In Reply Please Respond To

X) 2218 Highway 44 West
Inverness, Florida 34463
Telephone: (352) 726-6129
Telefax: (352) 726-0223

() 6027 South Suncoast Boulevard
Homosassa, Florida 34446
Telephone: (352) 628-1204
Telefax: (352) 628-4668

August 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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-08/27/96--01043--010
****122.50 ****122.50

RE: ADORATION MINISTRIES, INC.

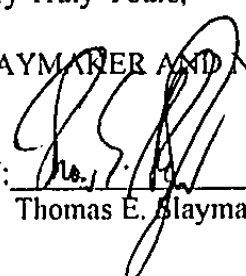
To Whom It May Concern:

Please find enclosed, for filing with your office, Articles of Incorporation and Designation of Resident Agent for ADORATION MINISTRIES, INC. Also find enclosed is a check in the amount of \$122.50 representing the filing fee, certified copy and registered agent designation. When the documents have been filed, please return them to this office.

Thank you for your attention in this regard and should you have any questions please contact us.

Very Truly Yours,

SLAYMAKER AND NELSON, P.A.

BY: 
Thomas E. Slaymaker, Esquire

8/25/96
JD

JAN:dld
Enclosures

RECEIVED
DIVISION OF CORPORATIONS
AUG 27 1996

ARTICLES OF INCORPORATION
OF
ADORATION MINISTRIES, INC.

The undersigned, for the purpose of forming a Florida Not-For-Profit Corporation, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is ADORATION MINISTRIES, INC., the address of the principal office of ADORATION MINISTRIES, INC., is 7700 East Allen Drive, Inverness, Florida 34450 and the mailing address of ADORATION MINISTRIES, INC., is Post Office Box 1932, Inverness, Florida 34451.

ARTICLE II

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III

The corporate powers of this corporation are as provided in Section 617.0302, Florida Statutes (1995), as such may be amended from time to time. The purpose for which this corporation not-for-profit is organized includes, but is not limited to, the distribution of religious information intended to promote Eucharistic Adoration, the formation of cenacles and the perpetuation of the true Roman Catholic Faith in America.

ARTICLE IV

The qualifications for members of this Corporation and the manner of their admission to membership shall be as regulated by the By Laws.

ARTICLE V

This Corporation shall not issue stock. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons except that this 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 this article. Notwithstanding any other provision of these articles, this corporation shall not engage in any violations of Florida Law, and shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under the Internal Revenue Code

of 1986 or the corresponding provision of any future United States Internal Revenue Law, or by incorporation, contributions which are deductible under the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law. On the dissolution of this Corporation, the Board of Directors shall dispose of all of the assets of the Corporation, exclusively for the purposes of this Corporation or to an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and that shall at the time qualify as exempt under the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Such disposition of assets may take place only after paying or making provisions for the payment of all liabilities of this corporation. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county where the principal office of this Corporation is then located exclusively in a manner provided by Florida Law.

ARTICLE VI

The street address of the initial registered office of the Corporation is 2218 West Highway 44, Inverness, Florida 34453, and the name of the corporation's initial registered agent is Thomas E. Slaymaker, Esquire. The street address of the principal place of business of the Corporation is 7700 East Allen Drive, Inverness, Florida 34450.

ARTICLE VII

The corporation shall have one director initially. The number of directors may be increased from time to time, as provided in the By Laws. The name and street address of the initial director is:

R. Anthony Bescher
7700 East Allen Drive
Inverness, Florida 34450

ARTICLE VIII

The name and street address of the incorporator is:

R. Anthony Bescher
7700 East Allen Drive
Inverness, Florida 34450

The incorporator of the corporation assigns to this corporation his right under Section 607.0201, Florida Statutes (1995), to constitute a corporation.

ARTICLE IX

The Board of Directors of this corporation may provide such By Laws for the conduct of the activities and business of the corporation and the carrying out of its purposes as they may deem necessary from time to time.

ARTICLES

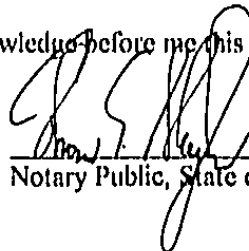

These Articles of Incorporation may be amended in accordance with the procedure set forth in Section 617.1002, Florida Statutes (1995) as said law may be amended or replaced from time to time.

AND WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 23rd day of August, 1996.


R. ANTHONY BESCHIER

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 23rd day of August, 1996.



THOMAS E. SLAYMAKER
MY COMMISSION # CC310920 EXPIRES
October 19, 1997
BONDED THRU TROY FAIR INSURANCE, INC.
Notary Public, State of Florida

This instrument was prepared by:

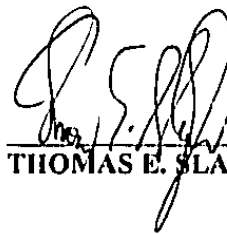
Slaymaker and Nelson, P.A.
Thomas E. Slaymaker, Esquire
2218 Highway 44 West
Inverness, Florida 34453

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.0501 Florida Statutes (1995), ADORATION MINISTRIES, INC., desiring to organize under the laws of the State of Florida, does hereby name THOMAS E. SLAYMAKER of 2218 Highway 44 West, Inverness, Florida 34453 and whose business address is 2218 Highway 44 West, Inverness, Florida 34453 as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for the above named corporation at the place so designated, I, THOMAS E. SLAYMAKER, do hereby accept appointment in such capacity and agree to comply with the provision of Chapter 617 Florida Statutes (1995). I further certify that I am familiar with, and accept, the obligations provided for in Section 617.0503 Florida Statutes (1995).

Dated this 23rd day of August, 1996.



THOMAS E. SLAYMAKER