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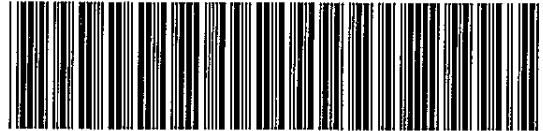
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SECRETARY OF STATE
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CORPORATION DIVISIONS
TALLAHASSEE, FLORIDA

*Amend + Restat.
+ N.C.*

3 C. Decillion OCT 27 2003.

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Holy Protection Monastery
Corporation

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
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- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
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- UCC 1 or 3 File _____
- UCC 11 Search _____
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- Courier _____

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Name Date Time

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HOLY PROTECTION MONASTERY CORPORATION

Pursuant to the provisions of Chapter 617.1006 and Chapter 617.1007, Florida Statutes, the Articles of Incorporation of this corporation are hereby amended and restated as follows:

ARTICLE I

NAME

The name of this corporation shall be PROTECTION OF THE MOST HOLY THEOTOKOS MONASTERY, INC (the "Corporation").

ARTICLE II

PURPOSE

This not-for-profit corporation is organized for the following purposes:

- A. To establish an Eastern Orthodox monastery to provide worship services for its members and their visitors;
- B. To promote monastic vocations and institutions;
- C. To provide facilities for those wishing to be instructed in the monastic tradition of education;
- D. To provide accommodations for individuals who may wish to participate in religious retreats or days of recollection;
- E. To provide an infirmary to care for those who are ill;
- F. To make available spiritual books and religious articles pertaining to Eastern Christianity;

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G. To engage in any other honorable work which is in accord with the monastic tradition and its philosophy of life that emphasizes harmony between God and man, man and his fellow man, and man and his world.

H. All Property, assets and funds of the Corporation are under the sole control of the Trustees of the Corporation.

I. The Corporation is organized and shall be operated exclusively for purposes for which a corporation not-for-profit may be formed under the laws of the State of Florida, the purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended (hereinafter the "Code") and the Regulations thereunder, and not for pecuniary profit or financial gain.

J. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes.

K. Notwithstanding anything herein to the contrary, the Corporation may exercise any and all, but no other, powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(3) of the Code and its Regulations as the same now exists, or as they may be hereafter amended from time to time.

ARTICLE III

RELIGIOUS AFFILIATION

The Monastery shall be a monastic institution of the Orthodox Church in America under the direct ecclesiastical jurisdiction of and in obedience to its Primate.

ARTICLE IV

CORPORATE OFFICE

Both the principal office of the Corporation and its mailing address is 12425 Sunset Drive,, Miami, Florida 33183. The location may be changed from time to time to such place within the State of Florida as the Board of Trustees may determine.

ARTICLE V

POWERS AND LIMITATIONS OF POWERS

A. Powers. The Corporation shall have the power:

(1) To own, acquire, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of, all property, real or personal; to borrow money, contract debts, and issue bonds, notes and debentures and to secure the payment or performance of its obligations.

(2) To act as trustee of property whenever the Corporation has either a beneficial, contingent or remainder interest in that property, and to hold the legal title to property, the beneficial interest of which is owned by any other charitable institution or non-profit corporation or religious society or association.

(3) To receive property by gift, devise, or bequest, subject to the laws regulating the transfer of property by will or trusts, and otherwise to acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations.

(4) To enter into contracts with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency, or agency of any of the foregoing.

(5) To conduct any and all fund raising efforts and campaigns deemed necessary, including mail campaigns, appeals through mass media, distribution of literature and other programs.

(6) To perform every act necessary or proper for the accomplishment of the objects and purposes of the Corporation for the protection and benefit of the Corporation.

B. Limitation of Powers. Notwithstanding any of the powers of this Corporation through its Articles of Incorporation, Bylaws or the laws of the State of Florida, the following limitations of powers shall apply:

(1) This Corporation is organized and shall be operated exclusively for the purposes contained in Article II of these Articles of Incorporation.

(2) No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, trustee or officer of the Corporation, or any other private individual in such fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c) of the Code.

(3) In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, trustee or officer shall be entitled to any distribution or division of the Corporation's property or its proceeds, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by law, exclusively for the purposes within those hereinabove set forth and within the intent of Section 501(c)(3) of the Code and its Regulations as the same now exists or as they may be hereafter amended from time to time.

ARTICLE VI

MEMBERSHIP/MANAGEMENT

A. Any person approved by the President of the corporation shall be eligible for membership in the corporation subject to the terms and conditions of the Bylaws.

B. The affairs of the corporation shall be managed by its Board of Trustees. The Chief Executive officer of the corporation shall be its President, who shall also be Chairman of the Board of Trustees and whose term of office shall be his lifetime. The President shall be elected by the Board of Trustees.

C. The Board of Trustees shall elect one of their members or another qualified individual to serve as President-elect, to become the President upon the death, permanent incapacity or voluntary retirement of the President. Should both the President and President-elect die before successors have been named, the Board of Trustees shall elect a President and a President-elect by a simple majority vote.

D. In the event of the complete mental or continuous physical incapacity of the President to administer the corporation, as certified by the personal physician designated by the President, the President-elect is fully empowered to govern the affairs of the corporation until the President's recovery.

ARTICLE VII

TERM OF EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved according to its bylaws.

ARTICLE VIII

INCORPORATORS

The name and address of the Incorporator of the Corporation is:

Joseph Blonsky, 95 Merrick Way, Suite 100, Coral Gables, FL 33134

ARTICLE IX

OFFICERS

The Corporation shall have the following officers: President, Vice-President, Treasurer and Secretary, and such other officers or assistant officers as may be necessary. Any two or more offices may be held by the same person. The officers shall be elected by the Board of Trustees at such time and in such manner as shall be provided by the Bylaws.

ARTICLE X

BOARD OF TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees comprised of not less than three members; but it may be comprised of any number in excess thereof. The Trustees shall be elected annually.

ARTICLE XI

REGISTERED AGENT

The registered office of the Corporation is 12425 S.W. 72 Street, Miami, Florida 33183 and the initial registered agent of the Corporation at that address is Petro Terenta.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended in the following manner: A proposal to amend may be made to the Board of Trustees by any member of the Board and shall be adopted upon approval of said amendment by a two-thirds vote by the Board of Trustees at any regular meeting or special meeting called for that purpose.

ARTICLE XIII

DISSOLUTION AND LIQUIDATION

This Corporation may be dissolved by the Board of Trustees by two-thirds vote of the members present at a meeting held for such purposes. Upon the dissolution of the Corporation, the Board of Trustees shall, after making provisions for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purpose or purposes not inconsistent with the purposes for which the Corporation is organized.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of the Corporation, has set his hand and seal this 24 day of October, 2003.

Joseph Blonsky
JOSEPH BLONSKY

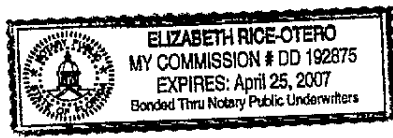
STATE OF FLORIDA)
) :ss
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 24 day of October, 2003 by JOSEPH BLONSKY who is/are personally known to me or who has/have produced _____ as identification.

Elizabeth Rice-Otero
Notary Public, STATE OF FLORIDA

Print name: Elizabeth Rice-Otero

My commission expires:



CERTIFICATE DESIGNATING RESIDENT AGENT
AND REGISTERED OFFICE

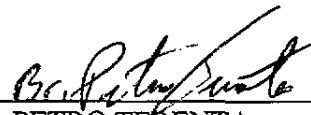
In accordance with Chapter 617.0501, Florida Statutes, the following designation and acceptance is submitted in compliance thereof.

DESIGNATION

PROTECTION OF THE MOST HOLY THEOTOKOS MONASTERY, INC, desiring to organize under the laws of the State of Florida, hereby designates Petro Terenta its registered agent and 12425 SW 72 Street, Miami, Florida 33183 as its registered office.

ACCEPTANCE

Having been named as registered agent for the above named corporation, I hereby agree to act in such capacity for such corporation at its registered office.



PETRO TERENTA
(Registered Agent)