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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MACE-KINGSLEY FIELD MINISTRY, INC.

AUDIT NUMBER.....H97000003781

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 6

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ARTICLES OF INCORPORATION

OF

MACE-KINGSLEY FIELD MINISTRY, INC.

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TALLAHASSEE
STATE
FLORIDA

The undersigned, desiring to form a corporation for profit pursuant to the laws of the State of Florida, does hereby certify as follows:

ARTICLE ONE

The name of this corporation shall be:

MACE-KINGSLEY FIELD MINISTRY, INC.

ARTICLE TWO

The general nature of the business to be transacted by the corporation and the purpose for which it is formed is any or all lawful activity or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE THREE

The term for which this corporation shall exist shall be perpetual.

Prepared by: May-Wong Chou, Esq., FB# 0008222

121 N. Osceola Ave., Ste. 312, Clearwater, FL 34615

(813) 461-7754

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ARTICLE FOUR

The maximum amount of capital stock that the corporation is authorized to have outstanding shall be 100 shares at a par value of \$1.00 per share, each share of which shall entitle the owner thereof to one vote at any meeting of the stockholders. Stock ownership is as follows:

Carol Kingsley - 100 shares

ARTICLE FIVE

The beginning capital of this corporation shall be \$5000.00.

ARTICLE SIX

The corporation shall have the following Directors:

| | |
|----------------|----------------------------------|
| Jeff Avrin | - Chairman of Board of Directors |
| Karyn Foster | - Director |
| Jimmy Holmlund | - Director |
| Ed Cramb | - Director |
| Gisella Mage | - Director |
| Sandy Mesmer | - Director |
| Alicia Nelson | - Director |

ARTICLE SEVEN

The street address in the State of Florida of the principal office of the corporation is:

1524 Smallwood Circle
Clearwater, Florida 34615

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ARTICLE EIGHT

The officers of the corporation shall be:

| | |
|------------------|------------------|
| PRESIDENT: | Carol Kingsley |
| VICE-PRESIDENT : | Greg Smith |
| TREASURER: | Dean Eggen |
| SECRETARY: | Lisa Johonnesson |

ARTICLE NINE

Any profits earned by the corporation shall be divided among the stockholders on a prorated basis according to each stockholder's earnings.

ARTICLE TEN

The registered agent and registered office of this corporation shall be:

Carol Kingsley
1524 Smallwood Circle
Clearwater, Florida 34615

ARTICLE ELEVEN

The sale of common stock of the corporation shall be restricted except by mutual agreement of all stockholders.

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ARTICLE TWELVE

In the event of issuance or sale of corporate shares, the existing stockholders shall have preemptive rights thereto.

ARTICLE THIRTEEN

The name and street address of the person signing these Articles of Incorporation as incorporator is as follows:

Carol Kingsley - 1524 Smallwood Circle, Clearwater, FL 34615

IN WITNESS WHEREOF, the undersigned has made, incorporated, and acknowledged these Articles of Incorporation this 24 day of Feb, 1997.

Carol Kingsley
Carol Kingsley

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT. I, CAROL KINGSLEY, hereby accept designation as Registered Agent on this 26 day of Feb, 1997.

Carol Kingsley
Carol Kingsley

1524 Smallwood Circle
Clearwater, Florida 34615

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TALLAHASSEE, FLORIDA

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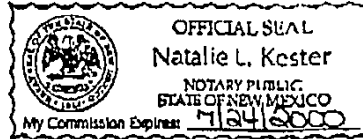
STATE OF New Mexico

COUNTY OF Eddy

I HEREBY CERTIFY that on this day before me, a Notary Public authorized in the State of New Mexico aforesaid to take acknowledgments, Carol Kingsley personally appeared, to me well known or who produced identification in the form of Florida Diverseo Sica to be the person described in and who executed the foregoing Articles of Incorporation as incorporator and registered agent respectively, and she acknowledged before me that she signed the same and accepts the uses and purposes therein set forth.

WITNESS my hand and official seal this 26th day of February 1997.

Natalie L. Kester
NOTARY PUBLIC



Commission expires: July 24, 2000

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