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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: HIGHER GROUND, INC.

AUDIT NUMBER.....H98000009640

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1998

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Neysa Culligan
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ARTICLES OF INCORPORATION
OF
HIGHER GROUND ENTERPRISE, INC.

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TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I.

The name of the corporation shall be:
HIGHER GROUND ENTERPRISE, INC.

ARTICLE II.

The general nature of the business to be transacted by the corporation shall be as follows:

To conduct a business of purchasing, selling and distributing all manner of books, Bibles, gifts, music and greeting cards. To conduct the business of importing and exporting of products and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation,

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

PREPARED BY
ALEX E. CARLSON, P.A.
ATTORNEY AT LAW
145 CURTISS PARKWAY
POST OFFICE BOX 882884
MIAMI SPRINGS, FLORIDA 33108

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(305) 666-8454

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To purchase, hold and re-issue the shares of its capital stock, and to subscribe to, purchase or otherwise acquire, or to become surety in respect to the stock, bonds or other securities and obligations of other companies.

To purchase, hold and re-issua the shares of its capital stock, and to subscribe to, purchase or otherwise deal kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts: to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans: to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon corporations for profit under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

The maximum number of shares of stock which this corporation may issue at this time shall be ONE HUNDRED (100) SHARES, each share to be of one dollar par value, all of which shares to be issued fully paid and non-assessable. The capital stock of this corporation may be paid for in lawful money of the United States or in property, labor or services at a fair and just valuation to be fixed by the stockholders or by the Board of Directors.

ARTICLE IV.

The amount of capital with which this corporation shall begin business shall be FIVE HUNDRED (\$500.00) DOLLARS.

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ARTICLE V.

The existence of the corporation shall be perpetual.

ARTICLE VI.

The principal office and place of business of this corporation shall be: 270 Westward Drive, Miami Springs, Florida, 33166, with the privilege of establishing other offices and places of business throughout the State of Florida and other states and foreign countries.

ARTICLE VII.

The number of directors of this corporation shall be one or more.

ARTICLE VIII.

The name and post office address of the Director who, subject to the By-Laws, has been selected to hold office until his successor is elected and has been qualified, is as follows:

CHERYL R. MULET, President-Director
270 Westward Drive
Miami Springs, Florida, 33166

ARTICLE IX.

The name and address of the subscribers to the Certificate who agree to take stock are as follows:

CHERYL R. MULET
270 Westward Drive
Miami Springs, Florida, 33166
100 shares

ARTICLE X.

The name and registered office of the Registered Agent is:

ALEX E. CARLSON, ESQ.
145 Curtiss Parkway, Miami Springs, Florida 33166

ARTICLE XI.

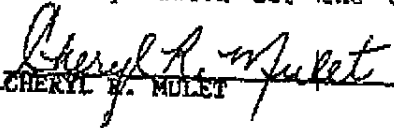
The regulation of the business and the conduct of the affairs of the corporation, and the provisions creating or

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limiting the powers of the corporation, the directors and the stockholders, or any class of stockholders, including provisions governing the issuance of stock certificates (provided such provisions are not contrary to the laws of this State) shall be controlled by the By-Laws which shall be adopted by the corporation within sixty (60) days after this corporation shall have been formed, which said By-Laws may, from time to time and whenever necessary, be amended by the Board of Directors of the corporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation for the uses and purposes aforesaid.


CHERYL E. MULET L.S.

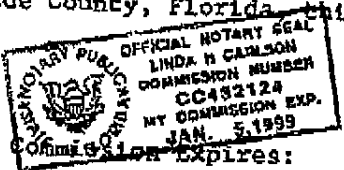
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STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, the undersigned authority, this day personally appeared, CHERYL R. MULET who, being first duly sworn, on oath depose and say that she is the person described in and who executed the foregoing Articles of Incorporation as subscriber thereto, and acknowledged before me, according to law, that she made and subscribed the same for the purposes therein set forth.

SWORN TO AND SUBSCRIBED BEFORE ME, at Miami Springs, Dade County, Florida, this 21st day of May, 1998.



Linda H. Carlson
Notary Public, State of Florida
at Large

The undersigned, ALEX E. CARLSON, does hereby certify that he is the Registered Agent for HIGHER GROUND ENTERPRISE, INC. a Florida Corporation, with his registered office at 145 Curtiss Parkway, Miami Springs, Florida, 33166.

Alex E. Carlson
ALEX E. CARLSON
Registered Agent

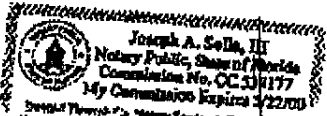
STATE OF FLORIDA)
COUNTY OF DADE) ss.

BEFORE ME, the undersigned authority, this day personally appeared ALEX E. CARLSON, who being first duly sworn, on oath deposes and says that he is the person who has executed the above acceptance as registered agent for HIGHER GROUND, ENTERPRISE, INC. with registered office as aforesaid, for the purpose therein set forth.

SWORN TO AND SUBSCRIBED BEFORE ME, at Miami Springs, Dade County, Florida, this 21st day of May, 1998.

Joseph A. Sells, III
Notary Public, State of Florida

My Commission Expires:



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