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*****52.50 *****8.75

November 19, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation of
BETHEL COMMUNITY BAPTIST CHURCH, INC.

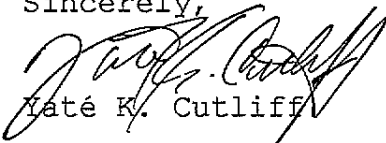
Enclosed is the signed original and one signed copy of the Amendment to the Articles of Incorporation of the above corporation. Also, enclosed is a check in the amount of \$87.50, for the filing fee (\$35.00) and a certified copy of the amendment.

Please process this at your earliest opportunity and return the certified copy of the Amendment to the Articles of Incorporation to the following address:

Shirley Thornton
Bethel Community Baptist Church, Inc.
1045 16TH Street South
St. Petersburg, FL, 33705.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (727) 827-3671.

Sincerely,


Yaté K. Cutliff

Amend

VS DEC 2 1998

FILED
98 NOV 23 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

FILED
98 NOV 23 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BETHEL COMMUNITY BAPTIST CHURCH, INC.

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the nonprofit corporation is BETHEL COMMUNITY BAPTIST CHURCH, INC. (the "Corporation").

2. Article IV of the Charter of Corporation is amended to read as follows:

ARTICLE VI

OFFICERS

The business affairs of this nonprofit corporation shall be managed by a Board of Directors (comprised of ordained elders and the pastor), composed of Directors and Vice Directors, such management to be subject of the approval of the members of the Corporation (Church), and said Board of Directors to be composed of not less than six (6) and said Board of Directors shall be elected from and by the membership of said Corporation (Church). The term of membership of a Director and Vice Director shall be for life, or for such other length of time, not less than one year, as the membership of said Corporation (Church) may provide by its By-laws.

All elections of the Board of Directors, which board must be comprised of ordained elders and the pastor, shall be by majority vote of the members of said Corporation (Church) present at any business meeting of said Corporation (Church).

The Officers of the Board of Directors shall be the Chairman, Vice Chairman, Secretary and Treasurer. All legal instruments of the corporation shall be signed by the Chairman or Vice Chairman in

the absence of the Chairman, sealed with the corporate seal, and attested by the Secretary, of the Board of Directors, or, in such other manner as may be authorized by law.

In addition to said Board of Directors, said Corporation shall have a Pastor, Church Clerk, Treasurer, Sunday School Superintendent, Board of Christian Education Director, General Missionary Society President, Brotherhood President and such other officers as may be necessary, and such officers shall be elected by a majority vote of the Corporation (Church) for such term as the Corporation may provide by its By-laws.

The present Board of Directors of the Corporation is as follows:

Rev. Manuel L. Sykes, Chairman: 831 Bay Vista Blvd.
St. Petersburg, FL 33705

Rev. Nathaniel H. Drayton, Vice Chairman: 5430 Grove St. S.
St. Petersburg, FL 33705

Peggy M. Peterman, Secretary: 1015 28th Avenue South
St. Petersburg, FL 33705

Leonard Summers, Director: 1210 26th Avenue South
St. Petersburg, FL 33705

Rev. Dr. Floris M. Armstrong, Vice Director:
7432 Sunshine Skyway Ln. S. #401
St. Petersburg, FL 33711

Harold Howard, Treasurer: 2458 Lynn Lake Cr. So. #B
St. Petersburg, FL 33712

Evelyn Thompson, Vice Director: 2411 44th Street South
St. Petersburg, FL 33711

3. Article VII of the Charter of Corporation is amended to read as follows:

ARTICLE VII

The Board of Directors is to manage the affairs of the Corporation (Church).

4. Article XI of the Charter of Corporation is amended to

read as follows:

ARTICLE VII

The Board of Directors is to manage the affairs of the Corporation (Church).

4. Article XI of the Charter of Corporation is amended to read as follows:

ARTICLE XI

The Charter may be altered or amended at any regular meeting of the Corporation (Church) by a three-fourth (3/4) vote of the members present, providing said amendment has been approved by the Board of Directors by a two-third (2/3) vote prior to said regular meeting.

5. The date of adoption of the amendments was November 2, 1998

6. The amendments were adopted by the Board of Directors and the members, and the number of votes cast for the amendments was sufficient for approval.

The undersigned officers of the Board of Directors of Bethel Community Baptist Church, Inc. have executed these Amended Articles of incorporation this 19th day of December, 1998.

Signature(s) of the Officers

Rev. Nathaniel H. Drayton

Rev. Nathaniel H. Drayton Vice Chairman
Typed name of officer signing

Peggy M. Peterman

Peggy M. Peterman
Typed name of officer signing

Leonard Summers

Leonard Summers
Typed name of officer signing