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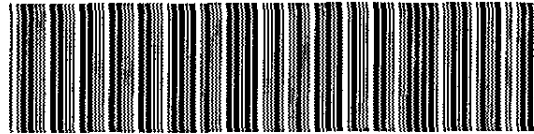
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Merger

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ATTORNEYS
NOT A PARTNERSHIP

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August 21, 2006

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

Subject: Articles of Merger

Merging corporation: Davie Apostolic Church, Inc., a Florida Not for Profit corporation
Surviving corporation: New Life Tabernacle of Chattanooga, a Tennessee Nonprofit corporation

Dear Sir/Madam:

Enclosed are Articles of Merger of Davie Apostolic Church, Inc., a Florida Not for Profit corporation with and into New Life Tabernacle of Chattanooga, a Tennessee Nonprofit corporation. A copy of the Plan of Merger is attached to the Articles.

Also enclosed is a check in the amount of \$70, representing the \$35 filing fee for the merging corporation and the \$35 filing fee for the surviving corporation.

Please return all correspondence concerning this matter to the following.

Randall D. Van Dolson, Esq.
Kendall Van Dolson, Attorneys
6918 Shallowford Road
Chattanooga, TN 37421-1783

For further information concerning this matter please call Randall D. Van Dolson at (423) 499-9863. Thank you for your assistance in this matter.

Regards,

Randall D. Van Dolson

**ARTICLES OF MERGER OF
DAVIE APOSTOLIC CHURCH, INC. (a Florida Not for Profit Corporation)
WITH AND INTO**

NEW LIFE TABERNACLE OF CHATTANOOGA (a Tennessee Nonprofit Corporation)

The undersigned corporations, pursuant to the provisions Section 617.1105, Florida Statutes, and of Section 48-61-104, Tennessee Code Annotated, submit the following Articles of Merger.

1. **Merging Corporation.** The name and jurisdiction of the merging corporation is: Davie Apostolic Church, Inc, a Florida Not for Profit Corporation organized and existing under the Florida Not For Profit Corporation Act, Sections 617.01011, *et seq.*, Florida Statutes.

2. **Surviving Corporation.** The name and jurisdiction of the surviving corporation is: New Life Tabernacle of Chattanooga, a Tennessee Nonprofit Corporation organized and existing under the Tennessee Nonprofit Corporation Act, Sections 48-51-101, *et seq.* of the Tennessee Code Annotated.

3. **Plan of Merger.** A copy of the Plan of Merger is attached to these Articles.

4. **Adoption of Plan of Merger.**

a. By the merging corporation. The Plan of Merger (i) was adopted and approved unanimously by the Board of Directors of the merging corporation, Davie Apostolic Church, Inc., by means of a telephone meeting on August 14, 2006 in which all of the Directors participated and in which all of the Directors could simultaneously hear each other throughout the meeting, as permitted by Section 617.0820(4) of the Florida Not For Profit Corporation Act, Florida Statutes, and (ii) was approved and adopted by the unanimous written consent of the members of the merging corporation, Davie Apostolic Church, Inc., in accordance with Section 617.0701(4)(a), Florida Statutes, on August 20, 2006.

b. By the surviving corporation. The Plan of Merger (i) was adopted and approved unanimously by the Board of Directors of the surviving corporation, New Life Tabernacle of Chattanooga, by means of a telephone meeting on August 14, 2006 in which all of the Directors participated and in which all of the Directors could simultaneously hear each other throughout the meeting, as permitted by Section 48-58-201(c), Tennessee Code Annotated, and (ii) was

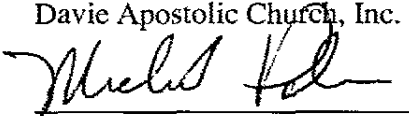
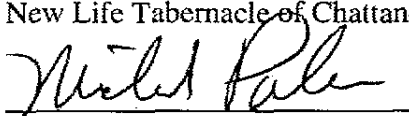
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approved and adopted by the unanimous written consent of the members of the surviving corporation, New Life Tabernacle of Chattanooga, in accordance with Section 48-57-104, Tennessee Code Annotated, on August 20, 2006.

5. **Effective Date.** The merger shall become effective when the Articles of Merger are accepted by the Florida Department of State and the Tennessee Secretary of State, whichever occurs last, but not later than the 90th day after these Articles are filed with the Florida Department of State or the Tennessee Secretary of State, whichever filing occurs first.

6. **Authority.** The merger of a Florida Not for Profit corporation with a foreign non profit corporation is authorized in Section 617.1107, Florida Statutes. The merger of a Tennessee Nonprofit corporation with a foreign not for profit corporation is authorized in Section 48-61-106, Tennessee Code Annotated.

7. **Signatures for Each Corporation.** These Articles of Merger were signed on behalf of each corporation that is a party to the merger by the following officer of the corporation.

NAME:	Davie Apostolic Church, Inc.	New Life Tabernacle of Chattanooga
OFFICER:		
PRINTED NAME:	MCHAEL PALEVO, President	MICHAEL PALEVO, President

**PLAN OF MERGER
OF
DAVIE APOSTOLIC CHURCH, INC.
(A Florida Not for Profit Corporation)
WITH AND INTO
NEW LIFE TABERNACLE OF CHATTANOOGA
(A Tennessee Nonprofit Corporation)**

Davie Apostolic Church, Inc, a Florida Non Profit Corporation organized and existing under the Florida Not For Profit Corporation Act, Florida Statutes 617.01011, *et seq.*, and New Life Tabernacle of Chattanooga, a Tennessee nonprofit corporation organized and existing under the Tennessee Nonprofit Corporation Act, Sections 48-51-101, *et seq.* of the Tennessee Code Annotated, pursuant to the provisions of the laws of their respective states, agree to merge according to the following plan of merger.

1. Name and Jurisdiction of Each Merging Corporation. The names of the corporations intending to merge are DAVIE APOSTOLIC CHURCH, INC., a Florida not for profit corporation, and NEW LIFE TABERNACLE OF CHATTANOOGA, a Tennessee nonprofit corporation.

2. Name and Jurisdiction of Surviving Corporation. The surviving corporation in the merger will be NEW LIFE TABERNACLE OF CHATTANOOGA, a Tennessee nonprofit corporation.

3. Approval of Merger.

A. Approval of Board of Directors. After reviewing a copy of the proposed Plan of Merger, the Boards of Directors of both corporations shall adopt a resolution approving and adopting this Plan of Merger and directing that the Plan of Merger be submitted to a vote of the members of the Corporation entitled to vote on the proposed Plan of Merger. Copies of the Action of both Boards of Directors shall be attached to this Plan of Merger.

B. Approval of Members. Following the Action of the Board of Directors required in Paragraph 3,A, above, and after reviewing a copy of the proposed Plan of Merger, the members of both corporations that are parties to this merger shall approve and adopt the Plan of Merger in accordance with the laws of the applicable jurisdiction. Copies of such approvals and adoptions shall be attached to this Plan of Merger.

4. Terms of the Merger. The terms and conditions of the merger are as follows.

A. Merger. DAVIE APOSTOLIC CHURCH, INC. shall be merged with and into NEW LIFE TABERNACLE OF CHATTANOOGA. Articles of Merger executed by each corporation shall be prepared and shall be filed with the office of the Florida Department of State, as required by Section 617.1105(4), Florida Statutes, and with the office of the Tennessee Secretary of State as required by Section 48-61-104 of the Tennessee Code Annotated.

B. Effective Date. The merger will be effective as of date the Articles of Merger are accepted by the Florida Department of State or accepted by the Tennessee Secretary of State, which ever occurs last.

C. Effect of the Merger. (1) Generally. Effective upon the merger, all of the rights, powers, privileges, properties, assets, estates, interests, and franchises of every kind and description of DAVIE APOSTOLIC CHURCH, INC. and NEW LIFE TABERNACLE OF CHATTANOOGA (the "constituent corporations") shall be vested in and be held, exercised and enjoyed by NEW LIFE TABERNACLE OF CHATTANOOGA, without the necessity of any further act or deed; and all debts, liabilities and duties of DAVIE APOSTOLIC CHURCH, INC. and NEW LIFE TABERNACLE OF CHATTANOOGA shall become the debts, liabilities and duties of, and shall be paid and performed by, NEW LIFE TABERNACLE OF CHATTANOOGA, and may be enforced against it to the same extent as if such debts, liabilities and duties had been originally contracted by or incurred by it. The constituent corporations to this merger agree to execute and deliver any and all other deeds, assignments, documents and instruments, and to take any other actions, reasonably required in order to transfer and vest title to all assets of the constituent corporations to NEW LIFE TABERNACLE OF CHATTANOOGA and to carry out the intents and purposes of this merger; and the officers and directors of NEW LIFE TABERNACLE OF CHATTANOOGA are fully authorized and empowered to take and accomplish all such actions in the name of and on behalf of both of the constituent corporations.

(2) Specific examples. Subject to the laws of the jurisdictions of the merging corporations, specific effects of the merger include, but are not limited, to the following.

(a) The separate existence of Davie Apostolic Church, Inc. shall cease and New Life Tabernacle of Chattanooga shall be the surviving corporation.

(b) The title to all real estate and other property, or any interest therein, owned by Davie Apostolic Church, Inc. will vest in New Life Tabernacle of Chattanooga without reversion or impairment.

(c) New Life Tabernacle of Chattanooga shall thenceforth be responsible and liable for all the liabilities and obligations of Davie Apostolic Church, Inc.

(d) Any claim existing or action or proceeding pending by or against Davie Apostolic Church, Inc. may be continued as if the merger did not occur or New Life Tabernacle of Chattanooga may be substituted in the proceeding.

(e) Neither the rights of creditors nor any liens upon the property of Davie Apostolic Church, Inc. and New Life Tabernacle of Chattanooga shall be impaired by such merger.

(f) Any bequest, devise, gift, grant or promise contained in a will or other instrument of donation, subscription or conveyance, which is made to Davie Apostolic Church, Inc. and which takes effect or remains payable after the merger shall inure to New Life Tabernacle of Chattanooga unless the will or other instrument otherwise specifically provides.