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MERGER OR SHARE EXCHANGE

METROPOLITAN MINISTRIES, INC.

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ARTICLES OF MERGER
Merger Sheet

MERGING:

METROPOLITAN MINISTRIES ACADEMY, INC., a Florida corporation,
document number N97000007227

INTO

METROPOLITAN MINISTRIES, INC., a Florida entity, 731986

File date: July 11, 2002

Corporate Specialist: Karen Gibson

FROM HOLLAND & KNIGHT TAMPA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2002

METROPOLITAN MINISTRIES, INC.
2002 N. FLA. AVENUE
TAMPA, FL 33602

SUBJECT: METROPOLITAN MINISTRIES, INC.
REF: 731986

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF MERGER
BETWEEN
METROPOLITAN MINISTRIES ACADEMY, INC.
AND
METROPOLITAN MINISTRIES, INC.**

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SECRETARY OF STATE
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Pursuant to Sections 617.1101 - 617.1106, Florida Statutes, Metropolitan Ministries Academy, Inc. (the "Merging Corporation") and Metropolitan Ministries, Inc. (the "Surviving Corporation"), adopt the following Articles of Merger.

ARTICLE I

The Plan of Merger is as follows:

PLAN OF MERGER

The Merging Corporation and the Surviving Corporation hereby adopt the following Plan of Merger pursuant to Section 617.1101, Florida Statutes.

- a) The names of each corporation planning to merge are:
Metropolitan Ministries Academy, Inc.
Metropolitan Ministries, Inc.
- b) The Survivor is the surviving corporation and its name is:
Metropolitan Ministries, Inc.
- c) The terms and conditions of merger are as follows:

On the effective date of the merger, the separate existence of the Merging Corporation shall cease and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal and mixed, of the Merging Corporation, without the necessity for any separate transfer. The Surviving Corporation thereafter shall be responsible and liable for all obligations of the Merging Corporation, and neither the rights of the creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger. The Surviving Corporation shall succeed to and be the beneficiary of all grants, bequests, devises, trusts, or

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inheritances heretofore made or hereinafter made in favor of or for the benefit of the Merging Corporation.

- d) There will be no changes in the Articles of Incorporation or Bylaws of the Surviving Corporation, and the Articles of Incorporation and Bylaws of the Surviving Corporation as they exist on the effective date of the Merger shall continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation.

ARTICLE II

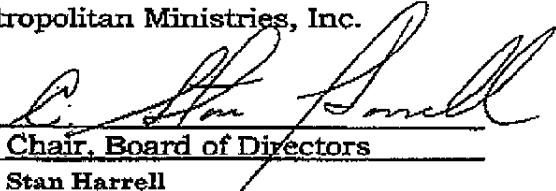
The effective date of the merger shall be upon filing these Articles of Merger with the Secretary of State of Florida.

ARTICLE III

The Merging Corporation adopted the Plan of Merger on January 23, 2002 by a unanimous vote of its Board of Directors pursuant to Section 617.1103, Florida Statutes. The Surviving Corporation adopted the Plan of Merger on January 31, 2002 by a unanimous vote of its Board of Directors pursuant to Section 617.1103, Florida Statutes. Neither the Merging Corporation nor the Surviving Corporation has any members entitled to vote on the Plan of Merger.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on the 27th day of June, 2002.

Metropolitan Ministries, Inc.

By: 

Its: Chair, Board of Directors

C. Stan Harrell

Metropolitan Ministries Academy, Inc.

By: 

Its: Chair, Board of Directors

Marsha S. Otte