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LAW OFFICES
LANGBEIN & LANGBEIN, P.A.

AVENTURA CORPORATE CENTER
SUITE 506
20801 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33180

TEL (305) 936-8844
FAX (305) 936-9840

July 28, 1998

EVAN J. LANGBEIN
CERTIFIED MEDIATOR
ARBITRATOR
BOARD CERTIFIED IN APPELLATE PRACTICE

LESLIE W. LANGBEIN
CERTIFIED MEDIATOR
ARBITRATOR

Division of Corporations
Department of State
The Capitol
Tallahassee, Florida 32304

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-08/10/98--01002--009
*****70.00 *****35.00

RE: The Church of God Seventh Day, Inc.
Jerusalem Church of God Seventh Day, Inc.

Dear Sir or Madam:

Our law firm represents the above entities. The Church of God Seventh Day, Inc. was administratively dissolved in or about 1981 for failure to file its reports and pay the annual fee. Enclosed please find a check in the amount of \$ 1312.50 representing back corporate fees to bring Church of God Seventh Day, Inc. current.

Enclosed you will also find Articles of Dissolution for Jerusalem Church of God Seventh Day, Inc. along with a check in the amount of \$ 70.00. Please file the Articles of Dissolution and the Waiver executed by the corporation to the name, "Jerusalem Church of God Seventh Day, Inc."

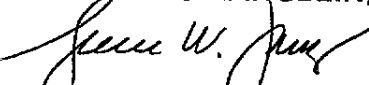
Finally, please also file the enclosed Amended and Re-stated Articles of Incorporation for Church of God Seventh Day, Inc. which amend the name of the corporation and adopt the name, "Jerusalem Church of God Seventh Day, Inc."

Hopefully, the net effect of all these changes will be that Church of God Seventh Day, Inc. is reinstated as a corporation and has adopted the name of Jerusalem Church of God Seventh Day, Inc. If there is any problem implementing any of these actions, please notify us immediately by telephone or letter.

Your assistance in this matter is most appreciated.

Sincerely,

LANGBEIN & LANGBEIN, P.A.


Leslie W. Langbein, Esq.

*Amended &
Restated Article
W/NC
T B 8/10/98*

FILED
98 AUG -5 PM 2:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 AUG -5 AM 11:14
DIVISION OF CORPORATIONS

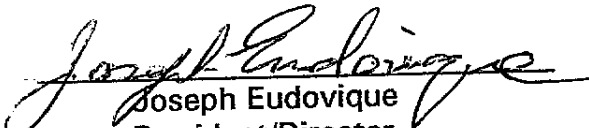
AFFIDAVIT

STATE OF FLORIDA)
)
COUNTY OF DADE)

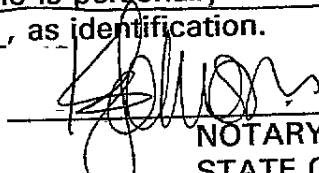
I, Joseph Eudovique, President and director of JERUSALEM CHURCH OF GOD SEVENTH DAY, INC. being sworn, deposes and says that upon the dissolution of JERUSALEM CHURCH OF GOD SEVENTH DAY, INC., the immediate assumption or use of the name JERUSALEM CHURCH OF GOD SEVENTH DAY, INC. by CHURCH OF GOD SEVENTH DAY, INC., a dissolved corporation, is hereby permitted.

FURTHER AFFIANT SAYETH NOT.

DATED this 9th day of July, 1998.


Joseph Eudovique
President/Director

The foregoing instrument was acknowledged before me this 9th day of July, 1998 by Joseph Eudovique, who is personally known to me or who has produced _____, as identification.



NOTARY PUBLIC
STATE OF FLORIDA



Keisha M. Johnson
MY COMMISSION # CC675016 EXPIRES
August 26, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED

98 AUG -5 PM 2:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF
THE CHURCH OF GOD SEVENTH DAY, INC.**

Pursuant to the provisions of Section 617.1007, Florida Statutes, we, the undersigned, adopt the following amended and restated Articles of Incorporation:

ARTICLE I - CORPORATE NAME

The name of the corporation is amended to be: Jerusalem Church of God Seventh Day, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The corporation shall have its principal place of business, mailing address and place of worship at 591 NW 35th Street, Miami, FL 33127.

ARTICLE III - PURPOSES

The corporation is specifically organized for religious, charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended. In particular, the corporation shall:

- (1) Conduct and broadcast religious services, teaching from the Bible, the Commandments of God and the teachings of Jesus Christ;
- (2) Conduct Bible classes, and offer other religious instructions;
- (3) Administer Baptism to new members and converts;
- (4) Develop and maintain programs of Christian benevolence and social welfare as needs are demonstrated and resources permit;
- (5) Educate, prepare and ordain for the ministry of the gospel of Jesus Christ.

ARTICLE IV - POWERS

The corporation shall have all the powers of a not for profit corporation as authorized by Florida Statutes.

ARTICLE V - BOARD OF TRUSTEES

The business affairs of the corporation shall be managed and administered by a board of directors to be known as the Board of Trustees. The board shall consist of not less than five (5) trustees. The members of the Board set policy for the corporation. The Board of Trustees shall consist of three officers of the corporation plus two additional trustees who shall be elected by and from the general membership of the corporation at the annual general meeting. The election of trustees shall be conducted in the manner set forth in the Bylaws of the corporation. The number of trustees may be increased or decreased from time to time in accordance with the Bylaws of the corporation. The trustees shall be protected from personal liability to the fullest extent permitted by law. The name and address of the persons who will serve as members of the Board of Trustees until the first election are:

Joseph Eudovique	1301 NW 175th Terrace Miami, Florida 33169
Sheila Eudovique	1301 NW 175th Terrace Miami, Florida 33169
Ulyses Oscar, Jr.	825 NE 178th Terrace North Miami Beach, FL 33162
Demetrius Serieux	1385 NW 128th Street Miami, Florida 33167
Miriam John	2241 S. Sherman Circle, #410 Miramar, Florida 33025

ARTICLE VI - OFFICERS

The day to day affairs of the corporation shall be administered by three officers who shall be elected at an annual general meeting of the corporation. The date of the annual meeting shall be fixed by the By-laws. The officers to be elected are the President, Vice-President and Secretary/Treasurer. The president of the corporation shall normally be the pastor of the church. The names of the officers who are to serve until the first election are as follows:

Joseph Eudovique	President
Demetrius Serieux	Vice President
Miriam John	Secretary/Treasurer

Elections of officers of the corporation shall be by majority vote of the membership of the corporation present at the annual business meeting of the corporation .

ARTICLE VII - USE OF EARNINGS

All income received by the corporation from the conduct of its affairs is to be used and employed for religious, educational, benevolent and missionary purposes. No part of the net earnings of the corporation shall insure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. Furthermore, the corporation shall not participate in or intervene in (including the publication or

distribution of statement(s) on behalf of any candidate for public office. Nothing in this part however shall be deemed to constitute a limitation or abridgement of any rights secured to this corporation under the First Amendment to the Constitution of the United States of the State of Florida.

ARTICLE VII - MEMBERSHIP

Every person who believes in repentance toward God and faith in Jesus Christ as Savior and Lord and who willingly confesses Him publicly as Lord and King and follows Him by baptism by immersion and agrees to observe the ordinances of Christ and be governed by His Law is eligible for membership in this corporation. Admission to membership in this corporation shall be open to those who qualify as provided herein, following baptism of the newly qualified believer, or by letter of recommendation and admission, from another Church of God Seventh Day, upon unanimous vote of the membership of this corporation, present at any meeting of the corporation. Members shall have no voting rights, property rights in and to the corporation or its property or other rights except as provided in the Bylaws. Membership in the corporation may be terminated or transferred as provided for in the By-laws. All members of the church and corporation which was formerly known as "Church of God Seventh Day, Inc." before administrative dissolution by the Florida Department of State also are entitled to membership in the corporation.

ARTICLE IX - TERM OF EXISTENCE

This corporation shall exist perpetually. This corporation shall commence business upon the filing of these Articles of Incorporation and approval thereof of the State of Florida Department of State.

ARTICLE X - SUBSCRIBERS

The names and addresses of the subscribers are as follows:

Joseph Eudovique	1301 NW 175th Terrace Miami, Florida 33169
Sheila Eudovique	1301 NW 175th Terrace Miami, Florida 33169
Ulyses Oscar, Jr.	825 NE 178th Terrace North Miami Beach, FL 33162
Demetrius Serieux	1385 NW 128th Street Miami, Florida 33167
Miriam John	2241 S Sherman Circle, #410 Miramar, FL 33025

ARTICLE XI - BYLAWS

The members of the corporation shall have the right to make and adopt such Bylaws as they shall deem proper and advisable and such Bylaws shall be made, altered or rescinded upon a two-thirds vote of the members present and voting at any regular or special business meeting of the corporation called for that purpose. Changes to these Articles of Incorporation and to the Bylaws must receive the affirmative vote of two-thirds majority of the members present at voting at such meeting.

ARTICLE XII - RESIDENT AGENT

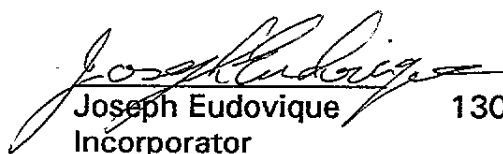
The resident agent of the corporation shall be

Leslie W. Langbein, Esq.
LANGBEIN & LANGBEIN, P.A.
20801 Biscayne Boulevard, Suite 506
Miami, Florida 33180

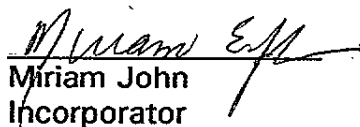
ARTICLE X - DISSOLUTION

Upon dissolution or winding up of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all remaining assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization(s) operated exclusively for charitable, educational, religious or scientific purposes and that has established its tax exempt status under Section 501(c)(3), Internal Revenue Code. Any assets not so disposed of shall be disposed of by the circuit court of Miami-Dade County.

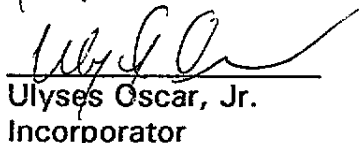
IN WITNESS WHEREOF, we subscribe our names this 27th day of
June, 1998.


Joseph Eudovique
Incorporator

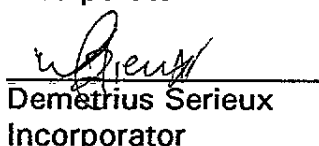
1301 NW 175th Terrace
Miami, FL 33169


Miriam John
Incorporator

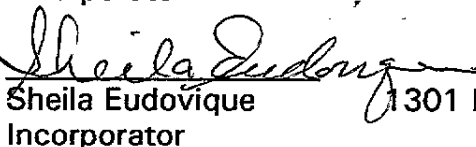
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Miami, FL 33167

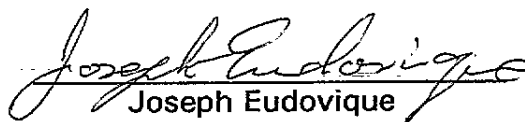

Sheila Eudovique
Incorporator

1301 NW 175th Terrace
Miami, FL 33169

CERTIFICATE

I hereby certify that the restatement contains an amendment which required member approval and that the amendment was duly presented to the membership and approved by two-thirds of a majority of the members present and voting at said meeting and that the votes cast for the amendments were sufficient for approval.

Signed this 29th day of June, 1998.


Joseph Eudovique
President