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BERG & WHEELER, P.A.

ATTORNEYS AT LAW

JEFFREY BUILDING

217 EAST ROBERTSON STREET

BRANDON, FLORIDA 33511

ELIZABETH S. WHEELER*

RICHARD F. WHEELER

WALTER H. BERG, JR.
(RETIRED)

February 25, 2002

TELEPHONE
(813) 685-0050

FACSIMILE
(813) 685-0369

*BOARD CERTIFIED IN APPELLATE PRACTICE

VIA OVERNIGHT MAIL

Mr. Alan Crum
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

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-03/01/02--01001--012
*****78.75 *****43.75

Re: North Spanish Congregation of Jehovah's Witnesses, Brandon, Florida, Inc.
f/k/a North Brandon Florida Congregation of Jehovah's Witnesses, Incorporated

Dear Mr. Crum:

With regard to the above-referenced corporation, enclosed is an amendment and restatement of articles of incorporation, along with an additional copy for certification. Also enclosed is this firm's check in the amount of \$78.75, in payment of the following fees:

Filing fee for the amendment	\$ 35.00
Designation of and acceptance of resident agent	35.00
One certified copy of amendment	<u>8.75</u>
	\$ 78.75

Thank you for your assistance in this matter.

Very truly yours,

Richard F. Wheeler / RFW

Richard F. Wheeler

FILED
02 FEB 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RFW/rkb

Enclosures

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*Restant ne
T. Lewis 2/28/02*

**AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
NORTH SPANISH CONGREGATION
OF JEHOVAH'S WITNESSES,
BRANDON, FLORIDA, INC.
f/k/a
NORTH BRANDON FLORIDA CONGREGATION
OF JEHOVAH'S WITNESSES, INCORPORATED**

FILED
02 FEB 26 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed by the undersigned for the purpose of amending and restating the Articles of Incorporation of NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC., f/k/a NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED, a not for profit corporation created under the Florida Not for Profit Corporation Act:

WHEREAS, on November 14, 1983, Articles of Incorporation were filed for NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED (the "Corporation"); and

WHEREAS, by a vote of the members sufficient for approval on November 22, 2001, the following resolutions changing the name of the Corporation to NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC., and amending and restating the Articles of Incorporation to the form hereof were adopted:

RESOLVED that the name of the corporation shall be changed from NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED, to NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC; and

RESOLVED FURTHER that the Articles of Incorporation are hereby amended and restated to the form hereof; and

RESOLVED FURTHER that the officers of this corporation are hereby instructed to execute and file Articles of Amendment with the Department of State, Tallahassee, Florida, in the form and manner required by Florida Statutes section 617.1007.

NOW, THEREFORE, the Articles of Incorporation are hereby amended and restated as follows:

ARTICLE I

The name of this Corporation is NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC. The principal office of the Corporation is Kingdom Hall, 3233 McIntosh Road, Dover, Florida 33527, and the mailing address of the Corporation is 1006 Lumsden Trace Circle, Valrico, Florida 33594.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The purposes for which the Corporation is formed are religious and specifically (1) to provide and maintain a proper place of worship for the benefit of Jehovah's Witnesses in and around the state of Florida and those who desire to attend such worship conducted by Jehovah's Witnesses in order to learn the truths of the faith and beliefs of Jehovah's Witnesses, which are based upon the Bible, the written word of Almighty God, Jehovah; and (2) to acquire by gift, legacy, bequest, purchase, or lease; hold and manage; and/or mortgage, sell, convey or otherwise dispose of real estate and personal property in any lawful manner that may seem proper and best to provide and maintain such place of worship.

ARTICLE IV

The Corporation shall have members. The number of members, members' qualifications, and other matters pertaining to members shall be as provided in the bylaws.

ARTICLE V

The property of this Corporation is irrevocably dedicated to religious purposes, and no part of the net earnings or assets of this Corporation shall inure the benefit of a director, officer, or member of the Corporation or any private individual. No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. This Corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code Section 501(c)(3). Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States

tax code) or (2) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax code).

ARTICLE VI

Upon the winding up and dissolution of this Corporation, after paying or adequately providing for debts and obligations of the Corporation, the remaining assets shall be distributed to Watchtower Bible and Tract Society of New York, Inc.. No assets will be deemed to be received by Watchtower Bible and Tract Society of New York, Inc., until such acceptance is evidenced in writing. If Watchtower Bible and Tract Society of New York, Inc., is not then in existence and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax code), then said assets shall be distributed to any organization designated by the Ecclesiastical Governing Body of Jehovah's Witnesses that is organized and operated for religious purposes and is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States tax code).

ARTICLE VII

A. The number of directors shall be three. The names and addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
MANUEL A. ROMERO	1006 Lumsden Trace Circle Valrico, Florida 33594
JONATHAN D. HUDSON	4607 Hudson Oaks Lane Dover, Florida 33527
JOSE GIL	1507 Sunnyhills Drive Brandon, Florida 33510

B. Directors' qualifications, the manner of electing directors, and other matters pertaining to directors shall be as provided in the bylaws.

C. To the extent permitted by law, no director, officer, or member of the Congregation shall be personally liable for any debts, liabilities, or obligations of the Corporation.

ARTICLE VIII

The address of the initial Registered Office of the Corporation and the name of the initial Registered Agent at that address are:

Name: JONATHAN D. HUDSON

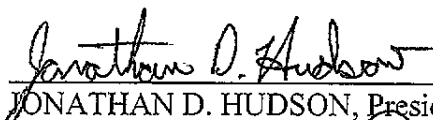
Address: 4607 Hudson Oaks Lane
Dover, Florida 33527

ARTICLE IX

The names and addresses of the Incorporators are:

<u>Name</u>	<u>Address</u>
MANUEL A. ROMERO	1006 Lumsden Trace Circle Valrico, Florida 33594
JONATHAN D. HUDSON	4607 Hudson Oaks Lane Dover, Florida 33527
JOSE GIL	1507 Sunnyhills Drive Brandon, Florida 33510

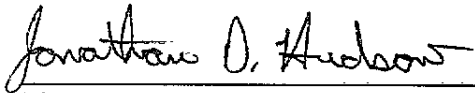
IN WITNESS WHEREOF, the undersigned being the president and secretary of this Corporation, execute these Amended and Restated Articles of Amendment and certify to the truth of the facts herein stated, this 22nd day of November, 2001.


JONATHAN D. HUDSON, President

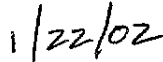

MANUEL A. ROMERO, Secretary

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JONATHAN D. HUDSON, Registered Agent

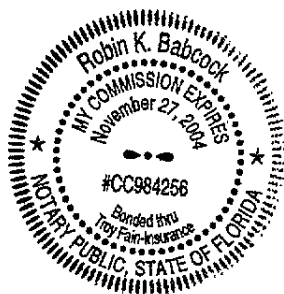


Date

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Personally appeared before me, the undersigned Notary Public, this day, JONATHAN D. HUDSON, by me known to be the president of NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC., f/k/a NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED, a Florida not-for-profit corporation, and acknowledge that they executed the foregoing Amended and Restated Articles of Incorporation of NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC., f/k/a NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED, as its president and secretary, and for and on behalf of said Corporation, and that the seal affixed here to is the true corporate seal of said corporation, all pursuant to authority in them duly vested by the shareholders and directors of said Corporation.

Witness my hand and official seal at Brandon, Florida, this 23rd day of January, 2002.

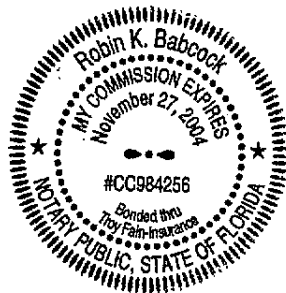


Robin K. Babcock
Notary Public
Robin K. Babcock
Print Name of Notary Public
My Commission Expires: 11-27-2004

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Personally appeared before me, the undersigned Notary Public, this day, MANUEL A. ROMERO, by me known to be the secretary, of NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC., f/k/a NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED, a Florida not-for-profit corporation, and acknowledge that they executed the foregoing Amended and Restated Articles of Incorporation of NORTH SPANISH CONGREGATION OF JEHOVAH'S WITNESSES, BRANDON, FLORIDA, INC., f/k/a NORTH BRANDON FLORIDA CONGREGATION OF JEHOVAH'S WITNESSES, INCORPORATED, as its president and secretary, and for and on behalf of said Corporation, and that the seal affixed here to is the true corporate seal of said corporation, all pursuant to authority in them duly vested by the shareholders and directors of said Corporation.

Witness my hand and official seal at Brandon, Florida, this ^{RHS} 30th day of January, 2002.



Robin K. Babcock
Notary Public
Robin K. Babcock
Print Name of Notary Public
My Commission Expires: 11-27-2004