

F02000003128

THE ALLISON FIRM, P.C.

Attorney and Counselor at Law

July 10, 2002

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

Re: Articles of Merger
Jabez International Fellowship, Inc.
Abundant Life Fellowship of South Florida, Inc.

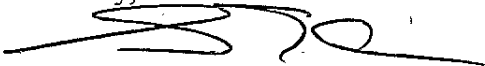
FILED
02 AUG 12 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed find an original and one copy of Articles of Merger with Agreement and Plan of Merger attached. I also enclose my check for \$70.00 as your fee for filing the same. Please file the same returning a file marked copy to my office.

Thank your for your kind attention to this matter. If there are any questions in this regard, do not hesitate to contact me.

Sincerely,



Stephen T. Allison

700006403527--5
-07/15/02--01047--008
*****70.00 *****70.00

enclosure

8/13/02

merger
with
Resolution
adopting
alternate
name.

Mr. Allison
gave o/c to
correct name
of surviving
corp.



ARTICLES OF MERGER
Merger Sheet

MERGING:

JABEZ INTERNATIONAL FELLOWSHIP, INC., a Florida corp., N02000003478

into

**ABUNDANT LIFE FELLOWSHIP doing business in Florida as JABEZ
INTERNATIONAL FELLOWSHIP, INC.,** a West Virginia entity F02000003128

File date: August 12, 2002

Corporate Specialist: Susan Payne

THE ALLISON FIRM, P.C.

Attorney and Counselor at Law

August 9, 2002

Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

attn: Susan Payne

Re: Abundant Life Fellowship
W0200017104

Dear Ms. Payne:

Pursuant to our conversation of this date, find enclosed a Resolution of the Board of Directors of Abundant Life Fellowship noting an alternative name for use in Florida of Jabez International Fellowship, Inc.

Thank you for your kind help in this regard.

Sincerely,



Stephen T. Allison

enclosure

RECEIVED
02 AUG 12 AM 8:55
DIVISION OF CORPORATIONS

ARTICLES OF MERGER
OF
JABEZ INTERNATIONAL FELLOWSHIP, INC.
a Florida not-for-profit corporation
WITH AND INTO
ABUNDANT LIFE FELLOWSHIP
a West Virginia not-for-profit corporation
authorized to do business in the State of Florida as
ABUNDANT LIFE FELLOWSHIP OF SOUTH FLORIDA, INC.
(Under Section 617 of the Florida Statutes)

FILED
02 AUG 12 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are being submitted in accordance with sections 617.1101-617.1105 Florida Statutes.

FIRST: The **merging corporation** is Jabez International Fellowship, Inc., 1900 Commercial Blvd., Suite 100, Fort Lauderdale, Florida 33309, a Florida not-for-profit corporation with Registration #N02000003478.

SECOND: The **surviving corporation** is Abundant Life Fellowship, 1900 Commercial Blvd., Suite 100, Fort Lauderdale, Florida 33309, a West Virginia not-for-profit corporation authorized to do business in the State of Florida as Abundant Life Fellowship of South Florida, Inc. with Document #F02000003128 and EIN # 55-0634046.

THIRD: The attached Agreement and Plan of Merger meets the requirements of section 617.1103 Florida Statutes, and was approved by each not-for-profit corporation that is a party to the merger in accordance with section 617 Florida Statutes.

FOURTH: Pursuant to the Agreement and Plan of Merger, the surviving corporation shall continue its corporate existence under the name Abundant Life Fellowship doing business in Florida as Jabez International Fellowship, Inc.

FIFTH: The merging corporation, Jabez International Fellowship, Inc. had no members entitled to vote. On June 27, 2002, the Board of Directors being three (3) in number, voted unanimously to adopt the Agreement and Plan of Merger attached hereto.

SIXTH: The surviving corporation, Abundant Life Fellowship doing business in the State of Florida as Abundant Life Fellowship of South Florida, Inc. had no members entitled to vote. On June 27, 2002, the Board of Directors being three (3) in number, voted unanimously to adopt the Agreement and Plan of Merger attached hereto.

SEVENTH: (a) The merger is permitted under section 617 Florida Statutes and is not prohibited by the Articles of Incorporation and/or Bylaws of the merging and surviving corporations.

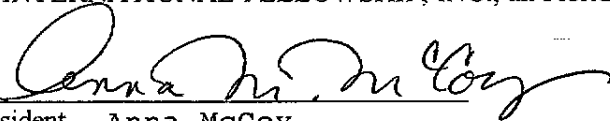
(b) The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

EIGHTH:

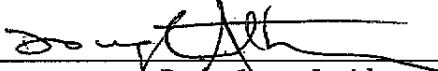
"Merged Corporation"

JABEZ INTERNATIONAL FELLOWSHIP, INC., an Florida not-for-profit Corporation

By:


President Anna McCoy

Attest:

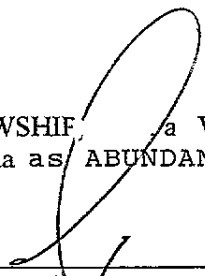

Secretary Douglas Anthony

[CORPORATE SEAL]

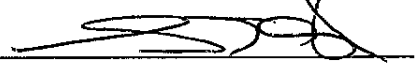
"Surviving Corporation"

ABUNDANT LIFE FELLOWSHIP, a West Virginia not-for-profit corporation authorized to do
business in the State of Florida as ABUNDANT LIFE FELLOWSHIP OF SOUTH FLORIDA, INC.

By:


Vice President Dale A. Allison, Jr.

Attest:


Asst Secretary Stephen T. Allison

[CORPORATE SEAL]

AGREEMENT AND PLAN OF MERGER
OF
JABEZ INTERNATIONAL FELLOWSHIP, INC.
a Florida not-for-profit corporation
WITH AND INTO
ABUNDANT LIFE FELLOWSHIP
a West Virginia not-for-profit corporation
authorized to do business in the State of Florida as
ABUNDANT LIFE FELLOWSHIP OF SOUTH FLORIDA, INC.

Agreement and Plan of Merger made June 27, 2002, between Jabez International Fellowship, Inc., a corporation organized and existing under the laws of the State of Florida, having its principal office at 1900 Commercial Blvd, Suite 100, Fort Lauderdale, Broward County, Florida (the "Merged Corporation"), and Abundant Life Fellowship a corporation organized and existing under the laws of the State of West Virginia, authorized to do business in the State of Florida as Abundant Life Fellowship of South Florida, Inc., having its principal office at 1900 Commercial Blvd., Suite 100, Fort Lauderdale, Broward County, Florida, (the "Surviving Corporation").

RECITALS

The boards of directors of the Merged Corporation and Surviving Corporation, there being no members entitled to vote, deem it desirable and in the best interest of the organizations that the Merged Corporation shall be merged with and into the Surviving Corporation (the "Merger"), with the Surviving Corporation as the Surviving Corporation, which shall continue its corporate existence under the name of "JABEZ INTERNATIONAL FELLOWSHIP, INC." The terms and conditions of said Merger are hereby agreed upon and the manner of carrying the same into effect shall be as follows:

1. On the date and time when the Merger becomes effective (the "Effective Date"), the separate existence of the Merged Corporation shall cease and the Merged Corporation shall be merged, pursuant to section 617.1103 of the Florida not-for-profit Corporation code (the "Florida Code"), with and into the Surviving Corporation, which shall continue its corporate existence under the name " JABEZ INTERNATIONAL FELLOWSHIP, INC." and shall be the corporation surviving the Merger. The Merger shall become effective at the date and time that the Articles of Merger with respect with the Merger are duly filed in accordance with the Florida Code.

2. The acts and things required to be done by the Florida Code in order to make this Agreement and Plan of Merger effective shall be attended to and be done by the proper officers of the organizations as soon as practicable.

3. The Surviving Corporation shall be governed by Florida law. The Articles of Incorporation of the Surviving Corporation shall on the effective date of the merger remain the Articles of Incorporation of the Surviving Corporation.

4. The By-Laws of Abundant Life Fellowship doing business in Florida as Abundant Life Fellowship of South Florida, Inc. as in effect immediately prior to the effectiveness of the Merger, shall be the Bylaws of the Surviving Corporation, until the same shall be thereafter be altered, amended or repealed in accordance with law, the Articles of Incorporation and said Bylaws.

5. The directors and officers of Abundant Life Fellowship doing business in Florida as

Abundant Life Fellowship of south Florida, Inc. and Jabez International Fellowship, Inc. immediately prior to the effectiveness of the Merger shall be the directors and officers of the Surviving Corporation, until removed or replaced in accordance with law, The Articles of Incorporation and Bylaws of the Surviving Corporation to be amended.

6. Upon the Merger becoming effective, the surviving corporation shall possess all of the rights privileges, immunities, powers and franchises, of a public nature as well as of a private nature, of each of the Surviving Corporation and the Merged Corporation; and all property, real, personal, and mixed, and all debts due on whatever account, and all other choices in action, and each and every other interest of or belonging to or due to the Merged Corporation or the surviving Corporation theretofore shall be taken and deemed to be transferred to and vested in the surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the Merged Corporation or the Surviving Corporation shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each of Merged Corporation and the Surviving Corporation; and any claim existing or action or proceeding pending by or against any of such corporations may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place; and neither the rights of creditors nor any liens upon the property of the Merged Corporation or the surviving corporation shall be impaired by such Merger.

7. If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in such corporation, according to the terms hereof, the title to any property or rights of the Merged Corporation, then the proper officers and directors of the Merged Corporation shall and will execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary or proper to vest, Perfect or confirm title to such property or rights in the Surviving Corporation and otherwise to carry out the purpose of this Agreement and Plan of Merger.

8. There shall be required for the adoption of this Agreement and Plan of Merger the affirmative vote of at least a majority of all of the members of the Board of Directors of the Merged Corporation and the affirmative vote of at least a majority of all of the members of the Board of Directors of the Surviving Corporation.

9. Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned, by either the Surviving Corporation or by the Merged Corporation by appropriate resolution of its board of directors at any time prior to the Effective Date of the Merger.

10. This Agreement and Plan of Merger may be executed in any number of counterparts, each of which shall be an original, but all such counterparts shall constitute but one and the same instrument.

11. This Agreement and Plan of Merger may not be amended, supplemented, cancelled or discharged, except by written instrument executed by the party affected thereby.

12. The rights and obligations of this Agreement and Plan of Merger shall bind and inure to the benefit of any successor or successors of the Surviving Corporation by reorganization, or merger.

IN WITNESS WHEREOF, each of the organizations has caused this Agreement and Plan of Merger to be signed by its President, and attested to by its Secretary, under seal, as of this 27th day of June, 2002.

"Merged Corporation"

JABEZ INTERNATIONAL FELLOWSHIP, INC., an Florida not-for-profit Corporation

By: Anna M. McCoy
President Anna McCoy

Attest: Douglas Anthony
Secretary Douglas Anthony
[CORPORATE SEAL]

"Surviving Corporation"

ABUNDANT LIFE FELLOWSHIP a West Virginia not-for-profit corporation authorized to do
business in the State of Florida as ABUNDANT LIFE FELLOWSHIP OF SOUTH FLORIDA, INC.

By: Dale A. Allison, Jr.
Vice President Dale A. Allison, Jr.

Attest: Stephen T. Allison
Asst Secretary Stephen T. Allison
[CORPORATE SEAL]

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned, Dale A. Allison, Jr, do hereby certify that this Resolution of the Board of Directors of Abundant Life Fellowship a corporation duly organized and existing under the laws of the State of West Virginia, was duly adopted on August 9, 2002:

Be it resolved, that Abundant Life Fellowship organized and existing in the State of West Virginia, hereby adopts the name Jabez International Fellowship, Inc. for use in Florida.

Dated August 9, 2002.



Dale A. Allison, Jr.