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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

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-02/05/98--01096--003
*****70.00 *****70.00

SUBJECT: One To One Family Christian Counseling, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Wendy Snow
(Name of Person)
The Company Corporation
(Firm/Company)
1313 N. Market Street
(Address)
Wilmington, DE 19801
(City, State and Zip Code)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 PM 3:59
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Should you need to call someone concerning this matter, please call:

Wendy Snow at (302) 575 - 4004
(Name of Person) Area Code & Daytime Telephone Number

COURIER ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



THE COMPANY CORPORATION

1313 North Market Street
Wilmington, DE 19801-1151
Phone: 302.575.0440
Fax: 302.575.1346
Toll Free: 800.542.2677
www.incorporate.com

January 29, 1998

Corporate Records Bureau
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: ONE TO ONE FAMILY CHRISTIAN COUNSELING INC.
9711132820338

Dear Sir or Madam:

Enclosed please find Application for Authority (and related documents, if appropriate) and our check in the amount of \$70.00 for ONE TO ONE FAMILY CHRISTIAN COUNSELING INC..

Please file and return all related correspondence to my attention at the address listed above.

Please feel free to contact me directly at 1-302-575-0440, ext. 7003, with questions regarding the enclosed application.

Sincerely,

A handwritten signature in cursive script, appearing to read 'Lucille J. Rose'.

Lucille J. Rose
Non-Delaware Filings

enc.

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACTION BUSINESS IN THE
STATE OF FLORIDA:

1. One To One Family Christian Counseling, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 593464162
(FEI number, if applicable)
4. November 13, 1997
(Date of Incorporation)
5. perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. July 22, 1997
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. P.O. Box 10102
Daytona Beach, Fla. 32120
(Current mailing address)
8. Spiritual Counseling for marriages, Families, Singles/Divorcees, Christian Financial Counseling/Non-Profit
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: Larry Wolfe

Office Address: 200-A John Knox Road
Tallahassee, Florida, 32303
(Zip Code)
10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

(Registered agent's signature)
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Brian E. Church

Address: 124 Village Lane
Daytona Beach, Fla. 32109

Vice Chairman: Isaac Brown, Jr.

Address: 730 Heimenan St.
Daytona Beach, Fla. 32114

Director: Antonio Church

Address: 213 Bradley St.
Bridgeport, Ct. 06610

Director: Sharon Church Smith

Address: 124 Village Lane
Daytona Beach, Fla. 32109

B. OFFICERS

President: Brian E. Church

Address: Same as above

Vice President: Isaac Brown, Jr.

Address: Same as above

Secretary: Sharon Church-Smith

Address: Same as above

Treasurer: Antonio Church

Address: Same as above

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Antonio L. Church
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Treasurer
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON PROCESS
MAY BE SERVED.

In compliance with Section 607.1503, Florida Statutes, the following is
submitted:

First, this One To One Family Christian Counseling, Inc. organized
under the laws of the state of Delaware with its principal place of
business to be located in the city of Daytona Beach, State of Florida,
has named Larry Wolfe located at 200 - A John Knox Road, Tallahassee FL 32303-6643
as its agent for service of process within Florida.

Having been named to accept service of process for the above stated corporation
at the place designated in this Certificate, I hereby agree to act in this capacity, and I
further agree to comply with the provision of all statutes relative to the proper and
complete performance of my duties.



Larry Wolfe

January 29, 1998
Date

SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 FEB -5 PM 3:49

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ONE TO ONE FAMILY CHRISTIAN COUNSELING INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-NINTH DAY OF JANUARY, A.D. 1998.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

8891528

DATE:

01-29-98