

JUSTIN EDWARD BEALS
ATTORNEY AT LAW

BRICKELL BAYVIEW CENTRE
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N000000001589

March 2, 2000

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


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*****74.50 *****70.00

Re: ARTICLES OF INCORPORATION
A FLORIDA NOT-FOR-PROFIT
CORPORATION

Gentlemen:

Enclosed please find Articles of Incorporation for ORDINARY FILMS, INC., A FLORIDA NOT-FOR-PROFIT CORPORATION and our office check in the amount of \$74.50 to cover the filing fee and fee for registered agent designation. Also enclosed is a self-addressed envelope for the return of a copy of the time-stamped Articles after recording.

Very truly yours,


Jan R. Marshall
Secretary to Justin Edward Beals

JEB/jm
Enc

FILED
00 MAR -6 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3-10
JEB

ARTICLES OF INCORPORATION

OF

ORDINARY FILMS, INC.
A Florida Not-For-Profit Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THESE ARTICLES OF INCORPORATION, the incorporator named below hereby forms a not-for-profit corporation under the laws of the state of Florida.

ARTICLE I

NAME. The name of this corporation is: _____

ORDINARY FILMS, INC.

and the initial principal address of the corporation is:

5741 S.W. 51st TERRACE
MIAMI, FLORIDA 33155

ARTICLE II

TERM. This corporation shall exist perpetually, unless dissolved according to law

ARTICLE III

PURPOSE. The purpose for which this corporation is organized is to create and produce a media grounded in Christian values, allowing faith-based organizations to create high-quality, low cost productions by providing them with professional level media resources. The Corporation will also compete in the realm of secular media, presenting Biblical principles to the world in a practical non-threatening way; and may also carry on all other lawful activities in which a Florida Not-For-Profit Corporation may engage.

All assets of the Corporation shall be dedicated exclusively to religious, charitable and educational work. The Corporation shall not engage in business activities for profit, and no part of any net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual, provided however that reasonable compensation may be paid for services rendered to, or for the benefit of the Corporation with regard to the carrying on of one or more of its purposes. No member, director or officer of the Corporation, or private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall involve the carrying on of secular propaganda, or otherwise attempting to influence legislation.

Notwithstanding any other provision of these articles, the Corporation shall not conduct or carry on any activities not permitted to an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued thereunder as they now exist or as they may hereafter be amended, or by any organization contributions to which are deductible under Section 107(c)(2) of such Code and Regulations.

ARTICLE IV

QUALIFICATION FOR MEMBERSHIP. The members of the Corporation shall consist of those members who are admitted from time to time in accordance with the provisions of the By-Laws.

ARTICLE V

REGISTERED OFFICE AND AGENT. The street address of the initial registered office of this Corporation is:

BRICKELL BAYVIEW CENTRE
80 S.W. 8TH STREET
SUITE 1830
MIAMI, FL 33130

and the name of the initial registered agent at such address is :

JUSTIN EDWARD BEALS

ARTICLE VI

BOARD OF DIRECTORS. There shall be three (3) members of the initial Board of Directors, and their names and addresses are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN C. McWHIRTER	5741 S.W. 51 ST TERRACE MIAMI, FL 33155
CAMILLE C. McWHIRTER	10 LADOGA AVE. TAMPA, FL 33606
CARMEN S. FOWLER	121 BETTY WHITE CLOUD ST. DILLARD, GA 30537

The number of Directors may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The Directors shall be elected pursuant to the provisions of the By-Laws of the Corporation.

ARTICLE VII

CAPITALIZATION. This Corporation is organized on a non-stock basis.

ARTICLE VIII

DISSOLUTION. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations that are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government for any one or more exclusively public purpose.

ARTICLE IX

INCORPORATOR. The name and address of the incorporator is:

NAME

JUSTIN EDWARD BEALS

ADDRESS

BRICKELL BAYVIEW CENTRE
80 S.W. 8TH STREET
SUITE 1830
MIAMI, FL 33130

ARTICLE X

BY-LAWS. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI

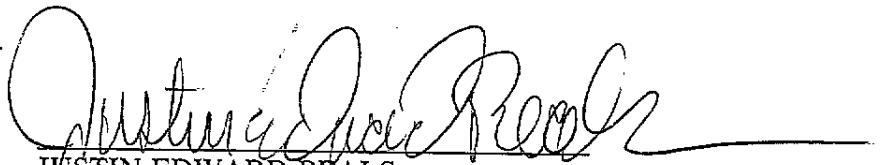
AMENDMENTS. Amendments to these Articles of Incorporation may be proposed by any member at any regular meeting, and shall be adopted by the majority vote of the Board of Directors.

ARTICLE XII

MEETINGS. No act of the Board of Directors shall be valid unless such act is taken at a meeting of the Board of Directors after notice as prescribed in the By-Laws.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, has executed these Articles of Incorporation.

Dated on March 1st, 2000.


JUSTIN EDWARD BEALS

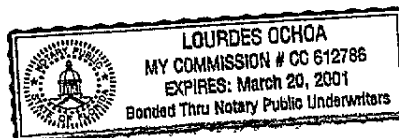
State of FLORIDA)
)ss:
County of Miami-Dade)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JUSTIN EDWARD BEALS known to me to be the person(s) described in and who executed the foregoing ARTICLES OF INCORPORATION, A Florida Not-For-Profit Corporation, who acknowledged before me that he executed the same, that I relied upon the following form(s) of identification of the above-named person(s): personally known and that an oath (was)(was not) taken.

Rubber Stamp

Witness my hand and official seal in the County and State last aforesaid this 1st day of March, 2000.


NOTARY PUBLIC SIGNATURE




FILED
00 MAR -6 PM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDINARY FILMS, INC.
A Florida Not-For-Profit Corporation

CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the above Corporation at the address designated in the ARTICLES OF INCORPORATION, **JUSTIN EDWARD BEALS** hereby accepts and agrees to serve as registered agent and agrees to comply with the provisions of the Florida Statutes, as amended, relative to keeping said office open.


JUSTIN EDWARD BEALS