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March 6, 2000

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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RE: **HIS UNSPEAKABLE GIFT MINISTRY, INC.**

Dear Sir or Madam:

Enclosed herewith is the original and one copy of the Articles of Incorporation for the above-referenced corporation to be filed with your office. Also enclosed is a check in the amount of \$122.50, which includes a \$35.00 filing fee, a \$52.50 certification fee to certify the Articles of Incorporation and return to me, and \$35.00 for filing the registered agent form. Please return a duly certified copy back to me at your earliest convenience.

If you have any questions, please feel free to contact me.

Sincerely,



WILLIAM E. FARRINGTON, II

WEFII/las
Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAR -7 AM 9:47

FILED

F. CHESNEY

MAR 14 2000

ARTICLES OF INCORPORATION
OF
HIS UNSPEAKABLE GIFT MINISTRY, INC.

FILED
00 HMR-7 JUN 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, here make, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

I. NAME

The name of the Corporation shall be His Unspeakable Gift Ministry, Inc., a not for profit corporation.

II. PURPOSE

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code.

**III. INITIAL REGISTERED AGENT AND
STREET ADDRESS**

The name and the street address of the initial registered agent of this corporation in the State of Florida shall be:

William E. Farrington, II
307 South Palafox Street
Pensacola, Florida 32501

IV. PRINCIPAL OFFICE

The principal office and mailing address of this corporation shall be:

307 South Palafox Street
Pensacola, Florida 32501

V. BOARD OF DIRECTORS

The powers of the corporation and the business and affairs of the corporation shall be exercised by and managed under the authority and direction of a Board of Directors, which shall have five (5) directors initially. The method of election of

directors and the number of directors may be increased or decreased by the members from time to time as provided in the Bylaws of the corporation, but the number of directors shall never be less than three.

VI. DIRECTORS - NAMES AND STREET ADDRESSES

The names and street addresses of the members of the first Board of Directors who shall hold office until their successors have been duly elected or appointed and have qualified are as follows:

WILLIAM E. FARRINGTON, II
307 South Palafox Street
Pensacola, FL 32501

ROBERT KIMBALL
2431 Highway 297A
Cantonment, FL 32533

RICHARD MURRAY
4409 Bayou Ridge Drive
Pace, FL 32571

ERIC OPAGER
6336 Jason Drive
Milton, FL 32570

W. JOEL BOLES
4176 Madura Four
Gulf Breeze, FL 32561

VII. INCORPORATOR

The name and address of the incorporator signing these Articles of Incorporation is as follows:

WILLIAM E. FARRINGTON, II
307 South Palafox Street
Pensacola, Florida 32501

VIII. CORPORATE POWERS

The powers of this corporation are as provided in Section 617.0302 of the Florida Statutes and are not limited hereby.

IX. NO PRIVATE INUREMENT AND POLITICAL PARTICIPATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to

influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

X. DISSOLUTION OF CORPORATION

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local government for a public purpose.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Pensacola, Florida, for the uses and purposes aforesaid, this 6th day of March, 2000.



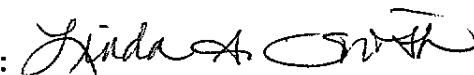
WILLIAM E. FARRINGTON, II

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME personally appeared WILLIAM E. FARRINGTON, II, personally known to me to be the person described in and who executed the foregoing Articles of Incorporation and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth and who did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Pensacola, Florida, this 6th day of March, 2000.

LINDA A. SMITH
"Notary Public--State of FL"
Comm. Exp. October 17, 2000
Comm. No. CC585632

Sign: 
Print: LINDA A. SMITH
NOTARY PUBLIC - State of Florida
My Commission Expires: 10/17/00
My Commission Number: CC585632

DESIGNATION AND ACCEPTANCE

OF

REGISTERED AGENT

OF

HIS UNSPEAKABLE GIFT MINISTRY, INC.

Pursuant to Section 48.091 and Chapter 617, Florida Statutes, HIS UNSPEAKABLE GIFT MINISTRY, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 307 South Palafox Street, Pensacola, Florida 32501, has named WILLIAM E. FARRINGTON, II located at 307 South Palafox Street, Pensacola, Florida 32501, as its Registered Agent to accept service of process within this State.

By: _____

William E. Farrington, II
WILLIAM E. FARRINGTON, II
Incorporator

Having been named as Registered Agent to accept service of process for the above-stated corporation, at the location designated herein, I accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: _____

William E. Farrington, II
WILLIAM E. FARRINGTON, II
Registered Agent

CD MAR -7 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED