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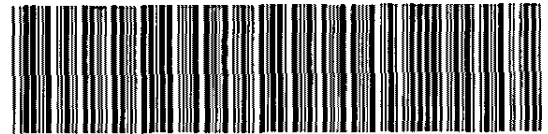
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended + Restate
N/C

sf
6/9/04

Strayhorn & Strayhorn, P.L.
A Professional Limited Liability Company
2125 First Street, Suite 200, Fort Myers, Florida 33901

Guy M. Strayhorn (1889-1981)
Norwood R. Strayhorn (1911-1982)
Guy R. Strayhorn
E. Bruce Strayhorn, P.L.
Richard W. Pringle, P.A.

Reply to:
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P.O. Box 1545
Fort Myers, FL 33902-1545

Telephone: 239/332-4717
Facsimile: 239/332-4718

E-Mail: Richard@strayhornlaw.com

April 26, 2004

VIA OVERNIGHT MAIL

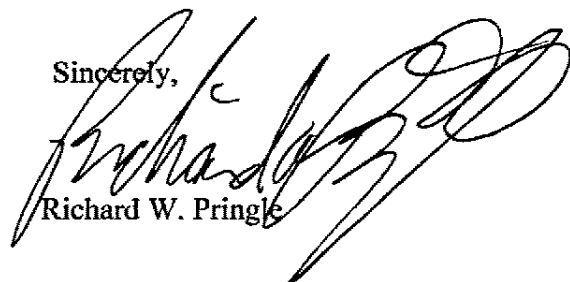
Secretary of State
Division of Corporations
Attn: Susan Payne
P.O. Box 6327
Tallahassee, Fl 32314

RE: New Wine Ministries Amended and Restated Articles

Dear Ms. Payne:

Pursuant to your request, I have modified the first paragraph of the Amended and Restated Articles of Incorporation of New Wine Ministries, Inc. to verify the fact that there are no member voting rights on the issue of the amendment and restatement of the Articles of Incorporation. The first three pages of the document changed as a result of the addition of a new second sentence to the first paragraph. The revised first three pages of the Amended and Restated Articles of Incorporation of New Wine Ministries, Inc. are enclosed. I have also enclosed a check for \$43.75 to cover the fee for filing same and for a certified copy of the document which can be returned to my office address. Please advise if you require any additional action on my part.

Sincerely,



Richard W. Pringle

RWP/at

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
NEW WINE MINISTRIES, INC.
(A Corporation Not-for-Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation hereby amends and restates the Articles of Incorporation. The members of New Wine Ministries, Inc. are not required to take action to approve these amendments and restatements of the Articles of Incorporation.

The Articles of Incorporation for New Wine Ministries, Inc. shall be deleted in their entirety and restated as follows:

**ARTICLE I
Name**

The name of the corporation shall be THE RIVER INTERNATIONAL, INC.

**ARTICLE II
Address and Place of Business**

The mailing address and principal place of business for the corporation is:

THE RIVER INTERNATIONAL, INC.
836 NE 7th Terrace
Cape Coral, FL 33990

**ARTICLE III
Period of Duration**

The corporation shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law.

**ARTICLE IV
Purposes and Activities**

This corporation is organized and shall be operated exclusively for charitable, religious and educational purposes, within the meaning of Sections 170(c)(2) and 501 (c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). Within the limitations established by the preceding sentence, this corporation is organized and shall be operated primarily to promote opportunities for the children and families throughout the area, through

direct and indirect services, through cooperation with other public and private agencies; and, to do any and all things permitted by law to be done by corporations not for profit under Chapter 617 of the Florida Statutes.

ARTICLE V

Powers

This corporation shall have and exercise only such powers as are required by and are consistent with the purposes enumerated in Article IV above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, encumber, any such property; and exercise any other powers that are consistent with the foregoing purposes and that are afforded to this corporation under the Florida Not for Profit Corporation Act.

ARTICLE VI

Restrictions

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article VI shall govern the activities of this corporation.

This corporation shall not engage in any activity which may not be carried on (i) by an organization which is exempt from federal income taxation under Section 501 (a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or (ii) by an organization the contributions to which are deductible under Sections 170(c)(2), 2055(a) and 2522(a) of the Code.

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation

for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article IV above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

ARTICLE VII **Membership**

At all times the members of the Corporation shall be all of the members of the Board of Directors; however, there shall not be separate membership voting rights and all voting rights shall be vested in the Board of Directors of this corporation.

ARTICLE VIII **Board of Directors**

The direction of the business and affairs of this corporation shall be vested in a Board of Directors, which shall consist of not less than three (3) members. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

ARTICLE IX **No Personal Liability**

The officers, directors and members of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer, director or member be subject to the payment of the debts or obligations of the corporation.

ARTICLE X **Capital Stock**

This corporation shall have no capital stock, either authorized or issued.


ARTICLE XI
Bylaws

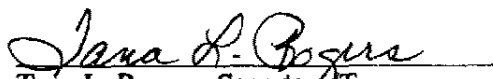
The By-Laws of this corporation shall be proposed by the Board of Directors and adopted by a majority vote of the Board of Directors. Amendments to the By-laws shall be approved by a majority vote of the Board of Directors of this corporation.

ARTICLE XII
Dissolution

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(3) of the Code, or to the United States government, or to the State of Florida, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's members, directors or officers.

IN WITNESS WHEREOF, the undersigned, as the current elected president and secretary/treasurer of New Wine Ministries, Inc have executed these amended and restated Articles of Incorporation this 16 day of March, 2004, pursuant to the authority granted by a duly made and seconded motion to amend and restate the Articles of Incorporation as provided herein above which was unanimously adopted during a regular meeting of the Board of Directors held on March 16, 2004


Steven L. Rogers, President


Tana L. Rogers, Secretary/Treasurer