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ACCOUNT NO. : 072100000032

REFERENCE : 710495 81816A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 25, 2000

ORDER TIME : 1:16 PM

ORDER NO. : 710495-005

CUSTOMER NO: 81816A

CUSTOMER: Dominique R. Rihs, Esq
DOMINIQUE RIHS, P.A.
DOMINIQUE RIHS, P.A.
5131 Sunbury Court

Naples, FL 33942-4731

DOMESTIC FILING

NAME: ALPHA & OMEGA FARMS
MINISTRIES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

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W00-13555

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*****78.75 *****78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY 25 PM 4:11
RECEIVED
00 MAY 25 PM 2:05
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 25 PM 4:11

FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 25, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: ALPHA & OMEGA FARMS MINISTRIES, INC.
Ref. Number: W00000013555

RESUBMIT

Please give original
submission date as of

We have received your document for ALPHA & OMEGA FARMS MINISTRIES, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 500A00029966

RECEIVED
00 MAY 26 PM 3:57
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF COLLIER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 25 PM 4:11

Before me, the undersigned authority, personally on this 15th day of May, 2000, appeared GARY GAY, who to me known, & having been sworn & under oath, deposes and states:

1. My name is GARY GAY. I am over the age of twenty-one (21) years, & otherwise *sui juris* & have personal knowledge of the facts contained herein.

2. I am the incorporator of those Articles of Incorporation of ALPHA & OMEGA FARMS MINISTRIES, INC. as filed with the Secretary of State on August 31, 1998.

3. I have knowledge from the Secretary of State that same have expired due to failure to file an annual report in 1999 & failure to pay the annual filing fee.

4. I do not intend to reinstate such expired Articles of Incorporation for ALPHA & OMEGA FARMS MINISTRIES, INC.

5. This Affidavit is given as an inducement to the secretary of State to file new Articles of Incorporation dated May 15, 2000 using the name ALPHA & OMEGA FARMS MINISTRIES, INC.

6. Affiant further states that the information contained in this Affidavit is to the best of his knowledge, true, correct & current as of the date this Affidavit is given.

Witness #1

Printed Name: Dominique Riles

BY: Gary Gay

GARY GAY

Witness #2

Printed Name: _____

STATE OF FLORIDA
COUNTY OF COLLIER

SUBSCRIBED & SWORN to before me this 15th day of May 2000, by GARY GAY, who is personally known.

Notary

My Commission expires:

PRINTED NAME:

(SEAL OF NOTARY)



Dominique Riles
Commission # CC 818760
Expires Aug. 2, 2000
Bonded Thru
Atlantic Bonding Co., Inc.

ARTICLES OF INCORPORATION OF
ALPHA & OMEGA FARMS MINISTRIES, INC.
A Corporation Not for Profit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

00 MAY 25 PM 4: 11

These Articles of Incorporation are made & subscribed for the purposes of organizing a corporation not for profit under the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes & herein adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME & PRINCIPAL/MAILING ADDRESS

The name of the corporation is ALPHA & OMEGA FARMS MINISTRIES, INC. and the principal/mailing address of the corporation shall be 6918 Satan Leaf Road, Suite 101, Naples, Florida 34109.

ARTICLE II -- PURPOSE

The corporation is a not for profit corporation. The purpose for which the corporation is organized is any and all lawful purposes, including, but not by way of limitation, to the following:

a. The primary purposes for which this corporation is formed are to operate for the advancement of Christian religion & religious education & for other charitable purposes, by the distribution of its funds for such purposes as follows:

- 1) Biblical or Christian counseling
(individual & group)
- 2) Teaching/Speaking- classes to public/pastoral retreats/ various groups
- 3) Create educational programs/materials
- 4) Training, Teaching & Christian Retreat Center

b. The general purposes for which this corporation is formed are to operate exclusively for such religious purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

c. This corporation shall not as a substantial part of its activity, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE III -- POWERS

The corporation shall have the following powers:

A. All of the powers & privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement & effectuate the purposes of the corporation, including, without limitation, the power, authority & right to implement actions to fulfill the purposes stated in Article II.

ARTICLE IV -- MEMBERSHIP

The corporation is organized upon a nonstock basis. The corporation shall have a membership distinct from the Board of Directors. The authorized number & qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the voting, & other rights & privileges of members shall be as stated in the Bylaws.

ARTICLE V -- VOTING

The corporation shall be managed & operated by the Board of Directors. Each Director shall have one vote. The initial Board of Directors shall be comprised of FIVE (5) Directors. The timing & method of election & number of Directors after the initial Board shall be in accordance with the Bylaws. A quorum for the Board of Directors shall be 51% of the number of Board members on the existing Board. The Board of Directors shall make all decisions for the not for profit corporation based upon the requirement of a quorum of Directors being present, in person, via telephonic connection or proxy & requires a TWO THIRDS vote for approval of any action.

ARTICLE VI- INITIAL REGISTERED OFFICE & AGENT & PRINCIPAL OFFICE

The street address of the initial registered office of this corporation is 6918 Satan Leaf Road North, Suite 101, Naples, FL 34109 & the name of the initial Registered agent of this corporation at that address is GARY GAY. The principal office of the corporation shall be located in Florida, but the corporation may maintain offices & transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE VII- INCORPORATION

The name and address of the subscriber of these Articles is :

GARY GAY with address of 6918 Satan Leaf Road North, Suite 101, Naples, FL 34109

ARTICLE VIII TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE IX- DISTRIBUTION ON TERMINATION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Any such asset not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively to such organization or organizations, as said Court shall determine which are organized & operated exclusively for purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

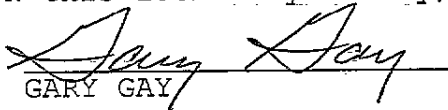
ARTICLE X- AMENDMENT OF ARTICLES

Amendment of these Articles shall require the consent of two-thirds of the Board of Directors, but no amendment shall be effective which is in contravention of the duties, responsibilities or obligations of the corporation as provided in these Articles. The initial Board of Directors shall adopt Bylaws by TWO THIRDS approval that are consistent with these Articles.

ARTICLE XI -- INDEMNIFICATION OF DIRECTORS & OFFICERS

Every Director & every officer of the corporation shall be indemnified by the corporation against all expenses & liabilities including attorney's fees, reasonable costs incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the corporation, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement & reimbursement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

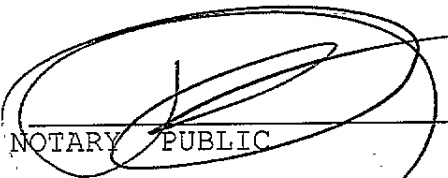
IN WITNESS WHEREOF, the undersigned subscriber has executed these
ARTICLES OF INCORPORATION this 15th day of May, 2000.


GARY GAY

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23rd day
of May 2000 by GARY GAY on behalf of the corporation. He is
 x personally know to me "or" provided his drivers license
as ID.

SEAL OF NOTARY


NOTARY PUBLIC

My commission expires:



Dominique Rihs
Commission # CG 818760
Expires Aug. 2, 2000
Bonded Thru
Atlantic Bonding Co., Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR

ALPHA & OMEGA FARMS MINISTRIES, INC.

SERVICE OF PROCESS WITHIN THIS STATE,

NAMING AGENT

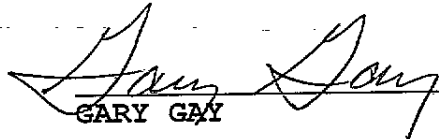
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First-- That **ALPHA & OMEGA FARMS MINISTRIES, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Naples, County of Collier, State of Florida, has named GARY GAY located at 6918 Satan Leaf Road N., Suite 101, Naples, Florida 34109, as agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


GARY GAY

STATE OF FLORIDA

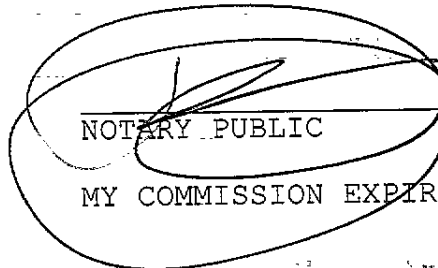
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 23rd day of May, 2000, by GARY GAY on behalf of the corporation. He is x personally known to me OR provided his drivers license as ID.

(SEAL of NOTARY)



Dominique Ribs
Commission # GG 818760
Expires Aug. 2, 2000
Bonded Thru
Atlantic Bonding Co., Inc.


NOTARY PUBLIC
MY COMMISSION EXPIRES:

100 MAY 25 PM 4:11

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS