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July 31, 2000

DIVISION OF CORPORATIONS

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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****122.50 ****78.75

RE: CATHOLIC ANGLICAN DIOCESE OF FLORIDA, INC.,
a Florida not-for-profit corporation

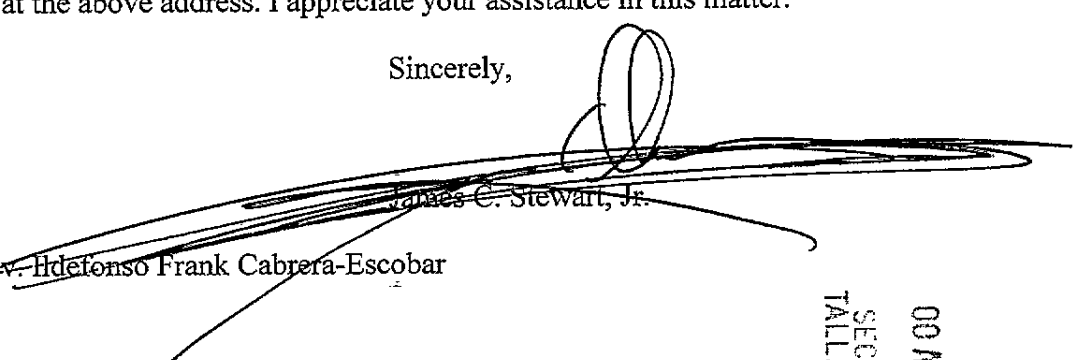
Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is my client's check in the amount of \$122.50 to cover the cost of filing and the cost of a certified copy of the filed articles.

Please also note that corporate existence of the corporation commences July 31, 2000.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address. I appreciate your assistance in this matter.

Sincerely,


James C. Stewart, Jr.

cc: Rt. Rev. Hdefonso Frank Cabrera-Escobar

FILED
00 AUG -3 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
CATHOLIC ANGLICAN DIOCESE OF
FLORIDA, INC.,
a Florida not-for-profit corporation

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is

CATHOLIC ANGLICAN DIOCESE OF FLORIDA, INC.,
a Florida not-for-profit corporation

SECOND: The principal office or mailing address of the Corporation is:

164 Palm River Boulevard
Naples, Florida 34110

THIRD: The period of duration of the Corporation is perpetual, unless dissolved according to law.

FOURTH: The street address of the initial registered office of the Corporation is:

STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543

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

JAMES C. STEWART, JR., ESQUIRE

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is three (3), and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the members of the Corporation, or until one or more successors have been elected and qualify, are as follows:

NAME

ADDRESS

ILDEFONSO FRANK CABRERA-ESCOBAR

164 Palm River Boulevard
Naples, Florida 34110

JOSE SOLANO

3661 Lotus Drive
Naples, Florida 34104

ANNA EDITH UNLAND

701 Pine Cone Lane
Naples, Florida 34104

Directors of the Corporation other than said initial Board of Directors shall be elected as provided in the Corporation's Constitution and By-Laws, as from time-to-time in existence.

SIXTH:

The name and address of the sole incorporator is:

James C. Stewart, Jr., Esquire
STEWART & STORTER, ATTORNEYS AT LAW
Suite 101
2121 County Road 951
Golden Gate, Florida 34116-6543

SEVENTH:

The purpose for which the Corporation is organized is to serve as the Florida Diocese of **LA IGLESIA CATOLICA ANGLICANA DEL ECUADOR** (Ecuadorean Anglican Catholic Church). The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1996, as amended, and any corresponding section of any future federal tax code (the "Code").

EIGHTH:

The sole member of the Corporation shall be the Honorable House of Bishops of **LA IGLESIA CATOLICA ANGLICANA DEL ECUADOR** ("ICAE"), subject to ICAE's ecclesiastical laws contained in Compendio de Derecho Eclesiastico Anglicano, adopted at Quito, Ecuador, in January, 1995, as amended from time-to-time.

NINTH:

The Corporation is organized under a non-stock basis.

TENTH:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article **SEVENTH** of these Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the Corporation's Articles of Incorporation, as amended from time-to-time, the Corporation shall not carry on any

other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Code or (b) by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ELEVENTH: Upon dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court of the Twentieth Judicial Circuit, in and for Collier County, Florida, exclusively for such purposes or to such organization or organizations as the said honorable Court shall determine, which are organized and operated exclusively for such purposes.

TWELFTH: Corporate existence of the Corporation shall commence on JULY 31, 2000.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation, this 31st day of JULY, 2000.


JAMES C. STEWART, JR.

I, JAMES C. STEWART, JR., having been designated to act as registered agent, hereby agree to act in such capacity.


JAMES C. STEWART, JR.
Initial Registered Agent

FILED
00 AUG - 3 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA