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LAW OFFICES
MESTRE & ASSOCIATES, P.A.

SECOND FLOOR
328 MINORCA AVENUE
CORAL GABLES, FLORIDA 33134-4304

OCTAVIO E. MESTRE
ARTHUR M. FREYRE

RICHARD L. KATZ
OF COUNSEL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 2000
AM 10:40
TELEPHONE
(305) 443-1000
FACSIMILE
(305) 447-8500

December 14, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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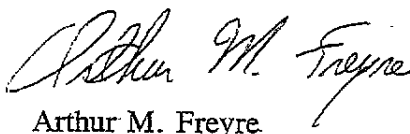
To Whom It May Concern:

Enclose, please find the Articles of Incorporation for Miramar Praise and Worship Center, Inc. Also, please find a check in the amount of \$78.75 for filing fee.

If there are any questions, regarding the Articles of Incorporation, please do not hesitate in contacting me.

Thank you for your time and consideration in reviewing this matter.

Sincerely,


Arthur M. Freyre

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 19, 2000

ARTHUR M FREYRE ESQUIRE
MESTRE & ASSOCIATES PA
328 MINORCA AVE
CORAL GABLES, FL 33134-4304

SUBJECT: MIRAMAR PRAISE AND WORSHIP CENTER, INC.
Ref. Number: W00000029624

We have received your document for MIRAMAR PRAISE AND WORSHIP CENTER, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 800A00063552

**ARTICLES OF INCORPORATION
MIRAMAR PRAISE AND WORSHIP CENTER, INC.**

We, the undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves together for the purpose of God and in a non-profit form pursuant to the applicable corporations not for profit; and we hereby covenant and agree as follows:

ARTICLE I: NAME AND LOCATION.

The name of this non-profit church corporation shall be

MIRAMAR PRAISE AND WORSHIP CENTER, INC.

and it shall be located in Broward County, Florida. It may, for convenience be referred to as MIRAMAR PRAISE AND WORSHIP

ARTICLE II: PURPOSES

MIRAMAR PRAISE AND WORSHIP, believing in the Bible as inspired by the Word of God and acknowledging its faith in the teaching of Jesus the Christ, is organized as a church for the purpose of worshipping God in Spirit and in Truth! The Body of Christ of Miramar Praise and Worship will practice the precepts and examples of The Church of our Lord Jesus Christ as set forth in the Old Testament and The New Testament in the entire Bible. This Church will also sustain the ordinances and doctrines of the New Testament Church; and preaching and teaching will be our primary goal.

This church shall be operating and maintaining its membership in the South Florida District of Western Broward. This Church of nondenominational membership shall report solely to The Lord Jesus Christ and its association members according to the Bible. (Acts 2:36-38; Romans 12:4, and Luke 23:42-43).

ARTICLE III: POWERS

To the end that the foregoing purposes and any related religious and charitable purposes may be carried out, performed and accomplished, this church corporation shall have the power to engage only in such activities as shall not constitute business unrelated to its religious, benevolent, charitable, literary and educational purposes. It shall engage only in such activities as are permitted to be carried on by corporations whose income is exempt from taxation pursuant to Section 501(c) (3), and contributions to which are deductible pursuant to Section 170 (c) (2), of the Internal Revenue Code of 1954, or

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corresponding provisions of any future United States Internal Revenue Code. Any provision elsewhere in these Articles of Incorporation to the contrary notwithstanding, this church corporation shall not engage in, nor shall any of its assets be used or applied to, activities which constitute carrying on of propaganda, attempting to influence legislation, or participating in or intervening in any political campaign on behalf of any candidate for public office, nor shall any part of its net earnings or assets inure to the benefit of any private member, except for reasonable compensation for services actually rendered. Subject to the foregoing limitations, and subject specifically to the provisions of Section 617.0105 of the Florida Statutes, this church corporation shall have all of the rights and powers set forth in Section 617.021 of the Florida Statutes. The purposes set forth in Article II hereof shall likewise be construed as powers.

ARTICLE IV: QUALIFICATIONS AND OBLIGATIONS OF MEMBERS AND MANNER OF ADMISSION.

The qualifications of the members of this church corporation and the manner of their admission shall be by public profession of faith in Jesus Christ as Savior, scriptural baptism by immersion and acceptance by a majority of the members of said corporation present and voting at the time of the reception of such candidates; provided, however, that all persons who are members of Miramar Praise and Worship, an unincorporated religious association at the time the Trustees of such unincorporated religious association shall cause its real property to be deeded to this corporation and such deed to be recorded in the Public Records of Broward County, Florida shall be members of this church corporation; provided, however, that any such person not desiring to be a member of this church corporation may so state in writing. The obligations of membership shall include constant striving toward total submission to the leadership of the Holy Spirit with the goal of leading the life of purity so that the member shall manifest the love of Jesus Christ; joyful participation in the programs of this church; and contribution of time, talent and tithes and offerings to the support of the ministries of this Church, it being understood that the scriptural tithe is the biblical minimal standard of financial giving.

ARTICLE V: EXISTENCE.

The existence of this church shall be perpetual.

ARTICLE VI. BOARD OF MANAGERS COUNCIL ON MINISTRIES

Jesus Christ is the head of this church. The church sitting in conference shall be the final authority in all its affairs, each member acting in response to the leadership of the Holy Spirit. Subject always to the above, the affairs of the Church, both spiritual and secular, shall be directed by a Board of Trustees, which shall be referred to as the Church

Board and which shall consist of the Pastor, who shall be the President and Chief Executive Officer, or if there be no Pastor, then the elected chief executive official, who shall be the President; the Associate Pastor, who shall be Vice-President; Seven of the longest serving Deacons; the Youth Minister, Financial Secretary, Clerk, Education Director, and the Board of Directors. In the event of a vacancy in the office of Pastor, the Council on Ministries shall nominate a person for election by the church to perform the duties of chief executive officer of the church corporation pending the selection of a new Pastor. The Chairman of Deacons shall function as acting chief executive officer pending such election.

The officers of the Council shall be responsible for the planning and conducting of all business. The deacons will be responsible for implementing plans. This will include executing all contracts, deeds, bonds, notes, negotiable instruments, mortgages, trusts and all other instruments of indebtedness or conveyance of this church corporation upon the order thereof by resolution of the church sitting in conference duly adopted for such purpose; provided, however, that all such documents may be signed for or on behalf of the Council by either the President or a Vice-President and either may provide for transaction of routine business by a designated person or may delegate the duty to so provide. The title to all property shall be vested in the name of this church corporation. The Council on Ministries shall have such other duties as provided by the By-Laws. In the absence or unavailability of the requisite number of members of the Council, the church sitting in conference by duly adopted resolution may designate another officer of the church to execute and attest the instruments outlined above. There may be such other officers, boards, and committees as the church may from time to time elect by majority vote of the church sitting in conference.

ARTICLE VII: OFFICERS.

The affairs of this Corporation shall be administered by its officers, which shall be a President, Vice President, Seven of the longest serving deacons, Youth Minister, Chairman of the Board of Trustees, Financial Secretary, a Secretary, an Assistant Secretary, a Treasurer, and an Assistant Treasurer, all of whom shall be members of the Council on Ministries; and such other assistant or administrative officers as may be determined by the Council on Ministries from time to time. The officers shall be elected as provided in the By-Laws and shall serve until their successors shall have been elected and shall have taken office; provided, however, that any person dealing with the Corporation shall be entitled to rely upon any documents signed in behalf of the Corporation by its President or any Vice-President with its corporate seal thereto affixed and attested by its Secretary or Assistant Secretary.

ARTICLE VIII: INITIAL COUNCIL MEMBERS AND OFFICERS.

The names and addresses of the person who shall serve as the initial Council on Ministries and as the initial officers of the corporation are as follows:

Brother Darrell L. Gibson	President 2700 Rhone Way Miramar, FL 33025
Sister Stephanie Gibson	Executive Secretary 2700 Rhone Way Miramar, FL 33025
Brother Fred Collins	Vice President 20635 NW 20 th Avenue Miami, FL 33056
Lloyd G. Geddes, Sr.	Chief Financial Officer 18805 NW 39 th Place Miami, FL 33055
Timothy Hampton	Chief Financial Assistant 2700 Rhone Way Miramar, FL 33025
Brother David L. Hodges	Church Outreach Leader 2700 Rhone Way Miramar, FL 33025
Allyson Hart Borden	Church Secretary 2601 NW 207 th Terr., #225 Miami, FL 33056

ARTICLE IX: CHURCH CONFERENCE.

The church conference may be any regularly scheduled Sunday or Wednesday worship service or any specifically scheduled and publicized business meeting of the members of the church. The By-Laws shall provide for regularly scheduled publicized business meetings for the transaction of business and for the calling of special meetings called for the transaction of special business.

ARTICLE X: BY-LAWS.

Unless otherwise stated, Miramar Praise and Worship will accept amendments that will enhance the church's welfare state only after careful consideration of prayer and fasting as a whole body. There will never be one single member or committee that shall or will execute any ratification of such changes. Even the Pastor or Pastoral Aides upon completing a three (3) day "no water no food" fast shall only recommend the changes to the Body of Christ.

After careful consideration of prayer and fasting, the By-Laws of the church corporation may be adopted by a majority vote of those members present and voting when the church is sitting in conference. The By-Laws may be amended, altered or rescinded by the church sitting in conference upon notice as provided in the By-Laws.

ARTICLE XI: AMENDMENTS TO ARTICLES OF INCORPORATION.

Proposed changes in the Articles of Incorporation shall be submitted to the church in writing by proper notice mailed to each member of the church or printed in the regular church paper or publication at least one (1) month prior to the meeting at which they are considered. Changes in the Articles of Incorporation shall be made only by a two-thirds (2/3) vote of those members present and voting when the church is sitting in conference upon said notice.

ARTICLE XII: ELECTIONS.

The church shall hold elections at such time and in such manner as designated in the By-Laws; regular elections shall occur annually. Special elections may occur more frequently. All members of the Council on Ministries, Deacons, Officers and Members of Committees shall be elected in accordance with the By-Laws. The Deacons, and members of Committees whose chairmen serve on the Council on Ministries shall be elected for a term not to exceed three (3) years, and shall be rotated as provided in the By-Laws; however, this provision shall not apply to the Pastor and Associate Pastor. The qualifications for Deacons and members of the Council on Ministries shall be as prescribed in the By-Laws. All members of the Council on Ministries, Deacons, Officers and Members of Committees shall hold office until their successors take office. The Pastor and ministerial staff shall be chosen as provided by the By-Laws.

ARTICLE XIII: TRANSFER OF ASSETS IN THE EVENT OF DISSOLUTION.

If this church corporation should ever be dissolved, the Council on Ministries shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the church in conference shall determine. The members of this church corporation defined in Article IV, who are members of this church in good standing at the time of the dissolution of this church corporation shall, in conference sitting and by majority vote, designate the non-profit corporation of corporations, or organizations to receive said assets of the corporation after dissolution. None of the assets of said church corporation would be distributed to any member officer of this church corporation. Any of such assets not so disposed of shall be disposed of by the Circuit Court of Broward County, Florida, exclusively for such purposes or to such organization or organizations (as the said Court may determine) as are organized and operated exclusively for such purposes.

ARTICLE XIV: SUBSCRIBERS.

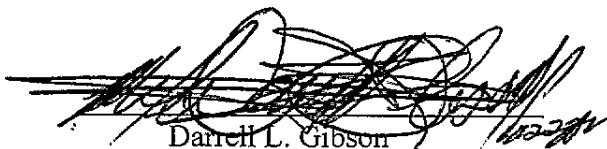
The names and residences of each subscriber to these Articles of Incorporation are:

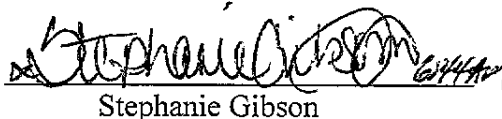
Darrell L. Gibson	2700 Rhone Way Miramar, FL 33025
Stephanie Gibson	2700 Rhone Way Miramar, FL 33025
Fred Collins	20635 NW 20 th Avenue Miami, FL 33056
Allyson Hart Borden.	2601 NW 207 th Terrace, #225 Miami, FL 33056

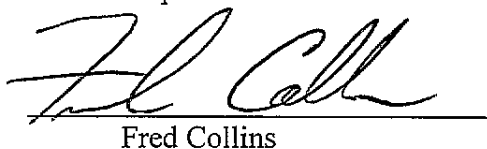
ARTICLE XV: PRINCIPAL OFFICE AND RESIDENT AGENT

The location of the business of this corporation shall be 2700 Rhone Way, Miramar, Florida or at such other location as may from time to time be designated by the

Council of Ministries. The initial Resident Agent shall be Arthur M. Freyre, Esq., Law Offices of Mestre & Associates, 328 Minorca Avenue, Second Floor, Coral Gables, Florida.


Darrell L. Gibson


Stephanie Gibson

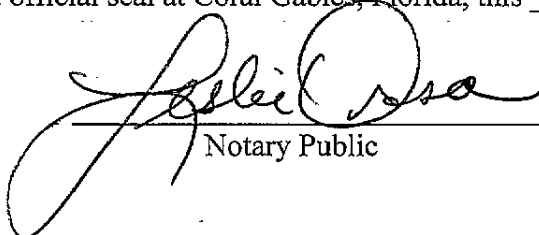

Fred Collins


Allyson H. Borden


STATE OF FLORIDA)
 SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, DARRELL GIBSON, STEPHANIE GIBSON, FRED COLLINS, and ALLYSON H. BORDEN, to me will known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Coral Gables, Florida, this 6th day of December, 2000.

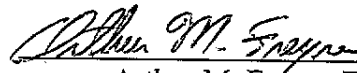

Notary Public

My Commission Expires:

 Leslie V Ossa
My Commission CC762372
Expires July 26 2002

Acceptance by Registered Agent

Having been named as the registered agent and to accept service of process for the above corporation at the place designated in this Article of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as Registered Agent.



Arthur M. Freyre, Esq., as
Registered Agent.

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