

Zoe Music Ministries, Inc.

P.O. Box 681553

Miami, FL 33168

ND1000006033

August 15, 2001

400004548644--2
-08/22/01--01046--017
*****78.75 *****78.75

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

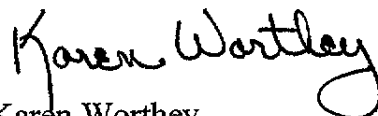
Re: Articles of Incorporation

Dear Gentlemen:

Please find a check for \$78.75, which will cover the filing fees for the Articles of Amendment for **Zoe Music Ministries, Inc.**, and one certified copy.

Thank you for your assistance.

Regards,


Karen Worthey
Secretary

FILED
01 AUG 22 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

G. BULLOCK AUG 23 2001

6

ARTICLES OF INCORPORATION

The undersigned, acting as incorporator(s) to a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following articles of Incorporation:

ARTICLE I Name

The name of the corporation shall be:

ZOE MUSIC MINISTRIES, INC.

FILED
01 AUG 22 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE II Principal place of business and mailing address

The principal place of business and the mailing address of this corporation shall be:

2134 NW 97TH Street, Miami, FL 33147

Mailing Address: P.O. Box 681553, Miami, FL 33168

ARTICLE III Purpose(s)

The specific purpose(s) for which the corporation is organized is (are):

The purpose of this Corporation shall be to provide an alternate entertainment and learning experience which will spread the message of the gospel of Jesus Christ through music and the fine arts to the youth of Broward County.

ARTICLE IV Manner of election of directors

The manner in which the directors are elected or appointed is as follows:

The Corporation shall be managed by Board of Directors. The first Board of Directors shall consist of those persons elected by the Incorporators or named as the initial Board of Directors in the Certificate of Incorporation of the Corporation, and they shall hold office until the first Annual Meeting of Members, and until their successors have been duly elected and qualified. Thereafter at each Annual Meeting of Members, the membership shall elect directors to hold office until next Annual Meeting. Each director shall hold office until his successor has been duly elected and qualified.

ARTICLE IX
Incorporators

The name(s) and the street address(es) of the incorporators(s) for these articles of incorporation is (are):

James Prophet - President 2134 NW 97th Street, Miami, FL 33147

Phillip A. Johnson Treasurer 2134 NW 97th Street, Miami, FL 33147

Karen Worthey - Secretary 2134 NW 97th Street, Miami, FL 33147

The undersigned incorporator(s) has (have) executed these Articles of Incorporation this 18th day of August, 2001.

Signature(s) of incorporator(s):

James Prophet

James Prophet

Phillip A. Johnson

Phillip A. Johnson

Karen Worthey

Karen Worthey

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

SUBSCRIBED AND SWORN TO (or affirmed) before me on

8/18/01

(Date)

The above individuals have presented Drivers Lic. as
identification.

[Signature]
(Signature of Notary)

DD015072

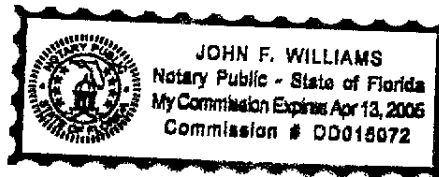
Serial Number

John F Williams
(Print or Stamp Name of Notary)

Apr. 13, 2005

Expiration Date

Notary Public Florida
(State)



ARTICLE V
Limitation of corporate powers

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes, unless limited as follows:

The corporate powers of this corporation are in accordance with section 617.0302, Florida Statutes.

ARTICLE VI
Initial registered agent and street address

The name and street address of the initial registered agent is:

James Prophet
7980 Hampton Boulevard - Suite 306
North Lauderdale, FL 33068-5683

ARTICLE VII

This corporation shall have perpetual existence.

ARTICLE VIII

In the event of dissolution the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1954 or corresponding sections of any prior or future law or to the Federal, State or Local Government for exclusive public purpose.

Said Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purpose, the making of distributions to organizations that qualify as exempt, 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).

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature/Registered Agent

8/18/01
Date


Signature/Incorporator

8/18/01
Date