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P. O. BOX 1669 (ZIP 33757)
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(727) 441-8966 FAX (727) 442-8470

IN REPLY REFER TO:

Lakeland
October 8, 2001

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*****70.00 *****70.00

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

Re: Ultimate Success Association, Inc.

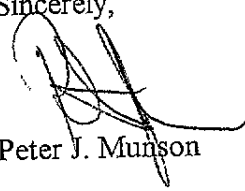
Gentlemen:

Enclosed for filing please find an original and one copy of the executed Articles of Incorporation with the Acceptance of Designated Registered Agent attached. A check in the amount of \$70.00 is also enclosed for filing fees in this regard.

It would be appreciated if you would furnish me with a date stamped copy of the Articles of Incorporation and your certificate of filing same. A self addressed stamped envelope is enclosed for your convenience.

Thank you for your attention and consideration.

Sincerely,


Peter J. Munson

PJM/lac

Enclosures

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 11 PM 12:52

F. CHESNEY

OCT 11 2001

**ARTICLES OF INCORPORATION
OF
ULTIMATE SUCCESS ASSOCIATION, INC.**

FILED
STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 OCT 11 PM 12:52

The undersigned, being desirous of forming a corporation for charitable purposes, under the provisions of Chapter 617 of the Florida Statutes, does agree to the following:

ARTICLE I- Name

The name of this corporation is **ULTIMATE SUCCESS ASSOCIATION, INC.**

ARTICLE II- Principal Office and Mailing Address of the Corporation

The address of the principal office of the corporation and its mailing address is 500 South Florida Avenue, Suite 400, Lakeland, Florida 33801.

ARTICLE III- Purpose

The general nature of the objectives and goals of this non-profit corporation are to:

(a) To build an interactive network of Believers united to take the Gospel of Jesus Christ into all the world to:

- Evangelize;
- Edify and Encourage;
- Equip; and
- Extend.

(b) The mission of the Association shall be to create the Ultimate Support System:
Body - Soul and Spirit.

(c) To use time tested successful methods of networking to distribute the Gospel.

(d) To create a fellowship of Believers which provide:

- Membership Opportunities;
- Distribution/Representative Opportunities; and
- Membership Benefits and Services.

ARTICLE IV- Qualification of Members

The membership of this corporation constitutes all persons hereinafter named as subscriber, officers, directors, and such other persons who:

Are willing to support the objectives and goals of this organization, as indicated in the objectives and goals of the organization (Article III).

Admission of new members shall occur upon their approval by seventy five (75) percent of the membership of the Board of Directors.

ARTICLE V- Term of Existence

This corporation is to exist perpetually.

ARTICLE VI- Incorporator

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

NAME

JOHN B. HART

ADDRESS

500 South Florida Avenue, Suite 400
Lakeland, Florida 33801

ARTICLE VII- Officers

Section 1. The officers of the corporation shall have a President, Vice-President and Secretary/Treasurer, and such other officers as may be provided by the By-Laws.

Section 2. The names and addresses of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

OFFICE

President

Vice-President & Secretary

Vice-President & Treasurer

NAME AND ADDRESS

John B. Hart
500 South Florida Avenue, Suite 400
Lakeland, Florida 33801

Lita G. Hart
500 South Florida Avenue, Suite 400
Lakeland, Florida 33801

Ed Henderson
1605 Industrial Drive
Wilkesboro, NC 28697

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the By-Laws.

ARTICLE VIII- Board of Directors

Section 1. The business affairs of this corporation shall be managed by the Board of Directors who shall be elected by the membership. This corporation shall have three directors initially. The number of directors may be increased from time to time, by the By-Laws, but shall never be less than three (3).

Section 2. Upon proper notice, the By-Laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

Section 3. The names and addresses of the initial directors who are to serve as directors of the corporation until their successors are chosen at the first meeting of the members, have qualified shall be:

<u>NAME</u>	<u>ADDRESS</u>
John B. Hart	500 South Florida Avenue, Suite 400 Lakeland, Florida 33801
Lita G. Hart	500 South Florida Avenue, Suite 400 Lakeland, Florida 33801
Ed Henderson	1605 Industrial Drive Wilkesboro, NC 28697

ARTICLE IX- Amendments

Section 1. These Articles of Incorporation may be amended by a special meeting of the Board of Directors called for that purposes, by an affirmative vote of at least two-thirds of those members present, unless a larger percentage may be required by law. At least two-thirds of the directors of the corporation must be present at any such special meeting before any amendment to these Articles may be made.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given as provided by the By-Laws of intention to submit amendments.

ARTICLE X - Registered Office and Agent

The name and street address of the registered agent of the Company in the State of Florida is John B. Hart, at 500 South Florida Avenue, Suite 400, Lakeland, Florida 33801.

ARTICLE XI- Distribution of Assets upon Dissolution

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 section of any prior or future law, or to the Federal, State or local government for exclusive public purposes.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereto set my hand and seal this 20 day of September 2001, for the purposes of forming this corporation, not profit, under the Laws of the State of Florida.

John B Hart
JOHN B. HART

STATE OF FLORIDA

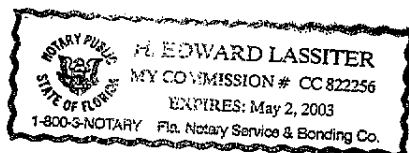
COUNTY OF POLK

BEFORE ME, a Notary Public duly authorized in the State and county named above to take acknowledgments, personally appeared JOHN B. HART, to me known to be the person described as subscriber and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this 20th day of September, 2001.

H. Edward Lassiter
Notary Public

My Commission Expires:

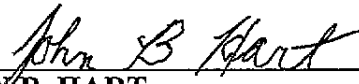


To: The Department of State
Tallahassee, Florida 32304

ACCEPTANCE OF DESIGNATED REGISTERED AGENT

Having been named in the Articles of Incorporation to accept service of process for the above-stated corporation at the place designated therein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated September 20, 2001.



JOHN B. HART

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 11 PM 12:52