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FROM: CORPORATION SERVICE COMPANY
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PHONE: (850)521-1000

ACCT#: I20000000195

FAX #: (850)521-1030

NAME: CLERGY CARE, INC.

AUDIT NUMBER.....H02000154955

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

CERT. OF STATUS..1

PAGES..... 5

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Re: CLERGY CARE, INC.
Client Ref#: CLERGY CARE, INC.
Our Order#: 631123-005

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 27, 2002

CORPORATION SERVICE COMPANY

SUBJECT: CLERGY CARE, INC.
REF: W02000018864

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

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Dale White
Document Specialist
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**ARTICLES OF INCORPORATION
OF
CLERGY CARE, INC.
A Florida corporation not for profit**

The undersigned, acting as incorporator of Clergy Care, Inc., under the Florida Not For Profit Corporation Act, does hereby adopt the following articles of incorporation:

Article I. Name

The name of this Florida not-for-profit corporation is:
Clergy Care, Inc.

Article II. Address

The mailing address of the Corporation is:

Clergy Care, Inc.
1300 Westshore Dr., Suite 100
Tampa, FL 33607

Article III. Purpose

To the extent permitted by Code Section 501 (c)(3), the Corporation is organized exclusively for one or more of the following purposes: religious, charitable, scientific, literary, or educational purposes. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Temple H. Drummond, Esquire
Smooke & Drummond, P.A.
1517 Westshore Blvd., Suite 918
Tampa, FL 33607

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Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501 (h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501 (c)(3) or by a corporation contributions to which are deductible under Code Section 170 (c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945 (d).

Article VII. Indemnification

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him in connection with, or resulting from, any action, suit or proceedings of whatever nature, to which he is or shall be made a party by reason of his being or having been a Director or Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him) except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duties as such Director or Officer in accordance with the Florida Not For Profit Corporation Act. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

Article VIII. Incorporator

The name and address of the incorporator is:

Temple H. Drummond, Esquire
Smooke & Drummond, P.A.
1517 Westshore Blvd., Suite 918
Tampa, FL 33607

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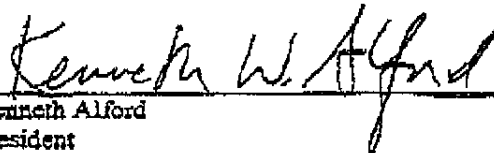
Article IX. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article X. Corporate Existence

The corporate existence of the Corporation shall begin effective as of date of filing.

The authorized representative of the incorporator executed these Articles of Incorporation on July 12, 2000.



Kenneth Alford
President

Clergy Care, Inc.
1300 Westshore Drive, Suite 100
Tampa, Florida 33607

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

CLERGY CARE, INC.

REGISTERED AGENT/OFFICE:

Temple H. Drummond, Esquire
Smooke & Drummond, P.A.
1517 Westshore Blvd., Suite 918
Tampa, FL 33607

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Temple H. Drummond, Esq.

Date: June 19, 2002

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