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MIAMI, FLORIDA 33131

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

02 AUG 19 PM 1:24

August 12, 2002

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

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Dear Sir or Madam:

Enclosed for filing please find the Articles of Incorporation of South Beach Community Ministries, Inc. If you have any questions, please do not hesitate to call me at 305-373-5566.

Sincerely,



Gerald S. Duty

8/20

**ARTICLES OF INCORPORATION
OF
SOUTH BEACH COMMUNITY MINISTRIES, INC.**

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The undersigned incorporator, in order to form a non-profit corporation under the laws of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE I

NAME OF CORPORATION

The name of the non-profit corporation shall be South Beach Community Ministries, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II

TERM OF CORPORATION

The corporate existence of the Corporation shall continue perpetually.

ARTICLE III

GENERAL PURPOSES

The purpose for which the Corporation is organized is to present the love and message of Jesus Christ to people and encourage continued application of that message in their lives and families, specifically in the South Beach community of Miami Beach, Florida and generally in the greater Miami area.

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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, or corresponding section of any future federal tax code.

ARTICLE IV

REGISTERED OFFICE AND AGENT; PRINCIPAL OFFICE

The street and mailing address of the corporation is 224 Meridian Avenue, #2, Miami Beach, Florida 33139.

The street address of the registered office is 1101 Brickell Avenue, Suite 804, Miami, Florida 33131. The name of the registered agent of the Corporation at such address is Gerald S. Duty.

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ARTICLE VI

BOARD OF DIRECTORS

The number of initial directors of the Corporation is five. The business of the Corporation shall be managed by a Board of Directors, the number of members of which shall be determined from time to time in accordance with the Bylaws. The method of election of directors shall be stated in the bylaws of the Corporation. The names and addresses of the initial directors shall be as follows:

Girard Middleton
224 Meridian Avenue, #2
Miami Beach, Florida 33139

Ethan Edwards
224 Meridian Avenue, #2
Miami Beach, Florida 33139

Michael Kinsler
224 Meridian Avenue, #2
Miami Beach, Florida 33139

Gerald Duty
224 Meridian Avenue, #2
Miami Beach, Florida 33139

Mitch Collier
224 Meridian Avenue, #2
Miami Beach, Florida 33139

ARTICLE X

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify its Directors and officers to the fullest extent permitted by Florida law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the Corporation, has executed these Articles of Incorporation this 12 day of August, 2002.


Girard Middleton

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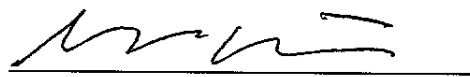
**CERTIFICATE DESIGNATING
REGISTERED AGENT AND REGISTERED OFFICE**

In compliance with Florida Statutes Section 48.091 and 617.304, the following is submitted:

South Beach Community Ministries, Inc., desiring to organize as a non-profit corporation under the laws of the State of Florida, has designated 1101 Brickell Avenue, Suite 804, as its initial Registered Office and has named Gerald Duty, located at said address, as its initial Registered Agent.


Girard Middleton

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.


Gerald Duty