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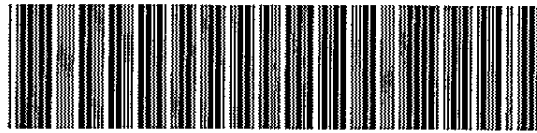
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPROVED
AND
FILED

ROGERS, MORRIS & ZIEGLER

ATTORNEYS AT LAW

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JOHN E. MORRIS (1886-1955)
JOHN E. MORRIS, JR. (1920-1985)
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J. PATRICK DYAL
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MARK F. BOOTH
CHARLES M. KRAMER

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January 24, 2003

CORPORATE RECORDS BUREAU

Division of Corporations
Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

Re: **PALONDRA GROUP MINISTRIES, INC., a Florida Corporation**
Not for Profit

Dear Sir/Madam:

Enclosed please find original and executed copy of the Articles of Incorporation for Palondra Group Ministries, Inc. Further enclosed is our trust check payable to the Secretary of State in the amount of \$70.00 to cover the filing fee and registered agent designation. We **WILL NOT** require a certified copy of the Articles at this time.

Please return to our office a copy of the Articles as filed.

Thank you for your prompt attention to this matter.

Sincerely yours,

ROGERS, MORRIS & ZIEGLER



Romney C. Rogers

RCR/lzf
Encs.

APPROVED
AND
FILED

ARTICLES OF INCORPORATION OF
PALONDRA GROUP MINISTRIES, INC.
a Florida Corporation Not for Profit

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby files these Articles of Incorporation to form a non-stock, perpetually existing corporation not for profit pursuant to Chapter 617, Florida Statutes, as amended.

ARTICLE I

Name and Address

The name of this corporation shall be PALONDRA GROUP MINISTRIES, INC.

The mailing address of the Corporation shall be 6 Valencia Drive, Boynton Beach, Florida 33436.

ARTICLE II

Purposes

Section 1. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 2. Without in any way limiting the foregoing general purposes, the specific purposes of the Corporation shall be to evangelize and minister through music and varied music programs.

ARTICLE III

Powers

Except as limited by these Articles of Incorporation or its by-laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on

not-for-profit corporations pursuant to Chapter 617, Florida Statutes and other applicable law.

ARTICLE IV

Limitations on Activities

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes as set forth in Article II hereof), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation; provided, however, that the Corporation may confer benefits in the form of distributions, in dissolution or otherwise in the manner set forth in Article V hereof.

Section 2. The Corporation shall not, as a substantial part of its activities, carry on propaganda, lobby, or otherwise attempt to influence legislation. The Corporation shall not participate in any political campaign on behalf of (or in opposition to) any candidate for public office.

Section 3. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities which may not be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Code or by an organization contributions to which are deductible by the donor under Section 170 (c)(2) of the Code.

Section 4. The Corporation shall not invest or conduct other activities that would cause the Corporation to become a "private foundation," as such term is defined in Section 509 of the Code.

ARTICLE V

Dissolution

Upon the dissolution of the Corporation, the Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501 (c)(3) and 170 (c)(2) of the Code or to the government of the United States, the state of Florida or any city or county within the state of Florida exclusively for public purposes. Any assets not so distributed shall be distributed by a court of competent jurisdiction exclusively for the aforementioned purposes, or to such organization or organizations organized and operated exclusively for the aforementioned purposes.

ARTICLE VI

Incorporator

The name and address of the incorporator of this corporation is:

RODRIGO RODRIGUEZ
6 Valencia Drive
Boynton Beach, Florida 33436

ARTICLE VII

Terms of Existence

This Corporation shall have perpetual existence, unless dissolved according to law.

ARTICLE VIII

Non-Stock Corporation

This Corporation shall not have or issue shares of stock. It may have and issue membership certificates that shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

ARTICLE IX

Membership

The membership of the Corporation shall be open to all persons regardless of race, color, creed, sex or national origin and shall initially only consist of voting members, which shall include the persons constituting the Board of Directors and such additional persons as they may by majority vote from time to time elect.

The qualifications for Membership, the manner of admission to Membership, shall be governed and regulated by the by-laws of the Corporation. The by-laws may also provide for additional classes of Members.

ARTICLE X

Board of Directors

Section 1. The business and affairs of this Corporation shall be managed by a Board of Directors, whose members are referred to herein as Directors.

Section 2. The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

GARY LaFERLA
4160 Westbourne Blvd.
Copley, Ohio 44321

RODRIGO RODRIGUEZ
6 Valencia Drive
Boynton Beach, Florida 33436

MARY RODRIGUEZ
6 Valencia Drive
Boynton Beach, Florida 33436

DENNIS MORRISON
3600 South Bristol Street
Costa Mesa, California

Section 3. The number of Directors of the Corporation shall be not less than three. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the by-laws.

Section 4. Directors shall be elected, removed and hold office as provided in the by-laws.

ARTICLE XI

Officers

Section 1. The officers of the Corporation shall include a President, a Secretary, a Treasurer and other officers as designated in the by-laws. *The same individual may simultaneously hold more than one office.*

Section 2. The officers shall have such powers and responsibilities and shall be elected, removed and hold office as provided in the by-laws.

ARTICLE XII

Registered Office and Agent

Section 1. The street address of the registered office of this Corporation is 6 Valencia Drive, Boynton Beach, Florida 33436.

Section 2. The name of the registered agent of this Corporation located at the address of the registered office is RODRIGO RODRIGUEZ.

ARTICLE XIII

By-Laws

The power to adopt, alter, amend or repeal by-laws for the Corporation shall be vested only in the Directors, as more specifically provided in the by-laws.

ARTICLE IV

Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by the Directors in accordance with the procedure set forth in Chapter 617 of the Florida Statutes, as amended. Those Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501 (c)(3) of the Code), director, or officer of the Corporation or any other person to share in any of the Corporation's assets.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 24 day of January, 2003.



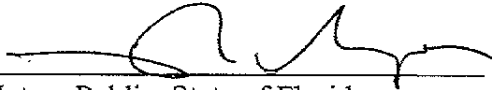
RODRIGO RODRIGUEZ, Incorporator

STATE OF FLORIDA)
COUNTY OF BROWARD)

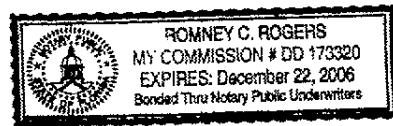
Before me, a notary public, appeared **RODRIGO RODRIGUEZ**, [] who is personally known to me or [] who has produced _____, upon which I relied as identification, and being known to me to be the person described in and who executed the foregoing instrument, and acknowledged under oath to and before me that he executed said instrument for the purposes expressed therein.

WITNESS my hand and official seal on this 24 day of January, 2003.

My Commission Expires:



Notary Public, State of Florida
Print Name: Romney C. Rogers
Commission No.: _____



APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST - THAT **PALONDRA GROUP MINISTRIES, INC.** DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT **6 VALENCIA DRIVE, BOYNTON BEACH, FLORIDA 33436** HAS
NAMED **RODRIGO RODRIGUEZ**, REGISTERED AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.



RODRIGO RODRIGUEZ

DATED: January 24 2003