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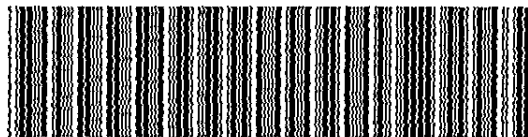
(Business Entity Name)

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TRANSMITTAL LETTER

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

SUBJECT: Whales of Living Water Outreach Inc
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

FROM: Valerie D. Pace-Whitfield
Name (Printed or typed)

P.O. Box 90381
Address

Lakeland, Florida 33804
City, State & Zip

863-688-9664
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

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

ARTICLE I

Name

The name of the corporation shall be: Whales of Living Water Outreach Inc.

ARTICLE II

Principal place of business and mailing address

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

Principal place of business: 927 N. Davis Avenue, Lakeland, FL 33815

Mailing address: P. O. Box 90381, Lakeland, FL 33804

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ARTICLE III

Purpose(s)

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

For religious worship, youth activities, feeding and clothing program for the needy within the communities. Assist in human service program.

ARTICLE IV

Manner of election of directors

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

Will based upon present member attached to this ministry that is faithful and loyal to the purpose of Whales Of Living Water Outreach Inc.

ARTICLE V

Limitation of corporate powers

The corporate powers of this corporation are provided in section 17.0302, Florida Statutes, unless limited are follows:

Valerie D. Pace- Whitfield the Founder and Overseer can never be removed from Directorship of Whales Of Living Water Outreach Inc., unless Valerie D. Pace- Whitfield decides to relinquish controlling Authority.

Valerie D. Pace- Whitfield will also receive but not limited to 100.00 per month stipend.

ARTICLE VI

Initial registered agent and street address

The name and street of the initial registered agent is: Valerie D. Pace- Whitfield
927 N. Davis Ave.
Lakeland, FL 33815.

ARTICLE VII

Incorporators

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

Valerie D. Whitfield
927 N. Davis Ave
Lakeland, Fl 33815

Sebrena D. Seymour
1437 E. Main St.
Lakeland, Fl 33801

Harritt Blenman
1704 Martin Luther King
Lakeland, Fl 33805

Shyana N. Pace
229 Tuscarora St.
Lakeland, Fl 33805

Shameka L. Clark
927 N. Davis Ave
Lakeland, Fl 33815

The undersigned incorporator has executed these Articles of Incorporation this 1st day of August, 2003.

(An additional article must be added if an effective date is requested)

Signature of Incorporator:

Valerie D. Pace-Whitfield

Valerie D Pace-Whitfield
Typed name of incorporator signings

Notarization is not required

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Whales of Living Water Outreach
(must include suffix)

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2. The name and address of the registered agent and office is:

Valerie D. Pace-Whitfield
(NAME)

927 N. Davis Ave.
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Lakeland, Florida 33815
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Valerie D. Pace-Whitfield
(SIGNATURE)

7/22/03
(DATE)