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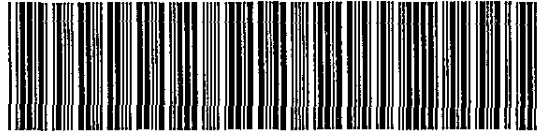
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October 7, 2003

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

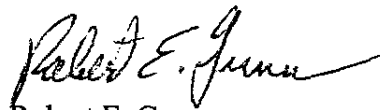
Re: Articles of Incorporation - Eglise du Bon Pasteur, Inc.

Dear Madam/Sir:

I am enclosing the original and one copy of the Articles of Incorporation for Eglise du Bon Pasteur, Inc. and a Postal Money Order for \$78.75 for the filing of the Articles, the Designation of Resident Agent and for one certified copy of the Articles.

After filing, please return the certified copy to the undersigned at the above address. If you have any questions or need any additional information, please don't hesitate to contact me.

Very truly yours,


Robert E. Gunn

ARTICLES OF INCORPORATION

OF

EGLISE DU BON PASTEUR, INC.
(A Florida Corporation Not-for-Profit)

The undersigned, acting as Incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I. NAME. The name of this Corporation (otherwise know as the "parish") shall be Eglise du Bon Pasteur, Inc.

ARTICLE II. PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS. The principal place of business of the corporation will be:

3635 N.E. 1st Avenue

Miami, FL

The mailing address will be:

P.O. Box 380356

Miami, FL 33238.

ARTICLE III. MISSION AND PURPOSE. The mission and purpose of the Corporation shall be to share in the mission of the one, holy, catholic and apostolic Church, to restore all people to unity with God and each other in Christ within the Anglican Communion as a parish of the

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Diocese of Southeast Florida (hereinafter referred to as the "Diocese") in the Episcopal Church in the United States of America (hereinafter referred to as the "Episcopal Church") by establishing a genuine Christian community of love and service as we glorify God in worship, nurture one another in the knowledge and love of the Lord, share our life in Christ with all seekers of God, and serve Christ in our time and place according to God's call to us.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS; QUALIFICATION FOR MEMBERS.

A. The Corporation shall have five (5) Directors, initially. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than five (5). The Board of Directors of the Corporation (otherwise known as the "Vestry") shall be chosen by ballot at the annual meeting of the members of the Corporation which shall be held within sixty (60) days before or on January 31 in each calendar year, and in such elections a majority of the votes shall be necessary to elect; provided, however, that the priest-in-charge of the parish (otherwise known as the "Vicar" or Rector") shall be an ex officio member, in addition to the elected members, and president of the Vestry, with the right to vote.

B. The term "members of the Corporation" shall mean those persons who are qualified voters at the elections for members of the Vestry (otherwise known as "Vestrypersons") under the canons of the Diocese.

ARTICLE V. TRANSACTIONS RELATING TO REAL PROPERTY. The Corporation shall not encumber, sell, alienate, transfer or convey real property except as provided by the canons of the Diocese.

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS. The Registered Office of the Corporation shall be located at 3635 N.E. 1st Avenue, Miami, Florida. The initial Registered Agent shall be The Rev. Frantz J. Casseus. The Resident Agent's address is 525 N.W. 115th Street, Miami, Florida, 33168.

ARTICLE VII. AUTHORITY OF THE EPISCOPAL CHURCH AND THE DIOCESE. The Corporation shall be a member of and belong to the Episcopal Church and to the Diocese, and shall be subordinate and subject to the constitution, canons and doctrines of the Episcopal Church and to the constitution and canons of the Diocese. No person who shall disclaim or refuse conformity to such constitutions, canons or doctrine shall be a member of this Corporation or eligible for membership therein; nor shall any such person vote for Vestrypersons or be appointed or elected a member of the Vestry, or exercise any function in, concerned, or connected with this Corporation.

ARTICLE VIII. ACTIVITIES NOT PERMITTED. Notwithstanding any other provision of these articles, the Corporation will not engage in any activities not permitted by (a) a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("the Code") or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

ARTICLE IX. DISSOLUTION. In the case of the dissolution of the Corporation, all of its residual assets shall be distributed to the Diocese or, if it is not then an organization described in each of sections 501(c)(3) and 170(c) of the Code, to the Episcopal Church or, if it is not then such an organization, to an organization which is so described as shall be designated by the last Board of this Corporation.

ARTICLE IX. INCORPORATORS. The name and street address of the Incorporator is The Rev. Frantz J. Casseus, 525 N.W. 115th Street, Miami, Florida 33238.

The undersigned Incorporator has executed these Articles of Incorporation this 25 day of AUGUST 25, 2003.

A handwritten signature in cursive script, appearing to read "Frantz J. Casseus", is written over a horizontal line.


THE REV. FRANTZ J. CASSEUS

INCORPORATOR

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION, 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.

DATED: AUGUST 25, 2003

A handwritten signature in dark ink, appearing to read "Frantz J. Casseus", is written over a horizontal line.

FRANTZ J. CASSEUS,

RESIDENT AGENT

Pursuant to the provisions of Canon XX, Section 6 of the Diocese of Southeast Florida,
the foregoing amended Articles of Incorporation of EGLISE DU BON PASTEUR, INC. are hereby
approved:

BISHOP:



The Right Reverend Leopold Frade, Bishop of the
Diocese of Southeast Florida

Dated: September 23, 2003

THE EXECUTIVE BOARD OF THE
DIOCESE OF SOUTHEAST FLORIDA

by:



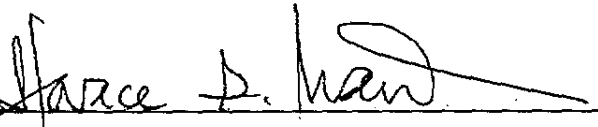
The Right Reverend Leopold Frade, Chairman

Dated: September 23, 2003

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THE STANDING COMMITTEE OF THE
DIOCESE OF SOUTHEAST FLORIDA

by:



The Rev. Horace Ward, President

Dated: October 4, 2003