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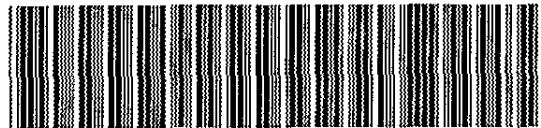
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**ARTICLES OF INCORPORATION
Of
SHERWIN SMITH MINISTRIES INCORPORATED**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, with other persons being desirous of forming a Corporation for Community and Economic Development purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is: Sherwin Smith Ministries Incorporated.

ARTICLE II. PURPOSES

The corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III. QUALIFICATIONS OF MEMBERS

The Corporation is a service corporation and shall have no members.

ARTICLE IV. TERM OF EXISTENCE

This Corporation is to exist perpetually.

ARTICLE V. SUBSCRIBERS

The name and residence of the subscriber to these Articles is:

Name	Residence
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- | | | |
|----|----------------------|--|
| 1. | Sherwin Smith | 12081 68th Street North
Largo, Florida 33773 |
|----|----------------------|--|

ARTICLE VI. OFFICERS

Section 1. The officers of the Corporation shall be a President, Vice President, and Secretary/Treasurer.

Section 2. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

	OFFICE	NAME
1.	President	Sherwin Smith
2.	Vice President	Randall Maurer
3.	Secretary/Treasurer	Maurice Franklin

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of this Corporation shall be managed by the Board of Directors. This Corporation shall have three (3) directors initially. The number of the directors may be increased from time to time, by the by-laws, but shall never be less than three (3) nor more than, nineteen (19), unless the by-laws are subsequently amended. A director may be removed as outlined in the by-laws.

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 3. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

NAME	ADDRESS
1. Sherwin Smith	12081 68 th Street North Largo, Florida 33773
2. Randall Maurer	12081 68 th Street North Largo, Florida 33773
3. Maurice Franklin	2014 54 th Place South, #4 Saint Petersburg, Florida 33712

ARTICLE VIII. BY-LAWS

Section 1. The Board of Directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purpose, as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting or any special meeting called for that purpose.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to the articles of incorporation may be adopted at a regular meeting of the Board of Directors, or a special meeting duly noticed for that purpose, by a majority vote of the directors then in office.

Section 2. The Board of Directors may submit, consider and vote upon any number of amendments at any one meeting.

ARTICLE X. PLACE OF BUSINESS

The location of this Corporation shall be at 6816 49th Street North in the City of Pinellas Park, County of Pinellas, State of Florida 33781.

ARTICLE XI. REGISTERED (STATUTORY) AGENT AND OFFICE

The registered (statutory) agent of the Corporation shall be Sherwin Smith. The registered (statutory) office of the Corporation shall be 6816 49th Street North, Pinellas Park, Florida 33781.

ARTICLE XII. NON-PROFIT STATUS

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and

distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIII. DISSOLUTION CLAUSE

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization, or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1986 (or corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not to be disposed of shall be disposed of by the Court of Common Pleas of the

country in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV. POWERS

Section 1. In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or lease, or bequest, and hold dispose of such property, as the Corporation shall require for the benefit of the Corporation and to further its purpose and mission, and not for pecuniary profit.


Section 2. The Corporation shall have all powers necessary to complete its mission and purposes provided such powers are not inconsistent with Florida Statute Chapter 617, as amended from time to time, the Internal Revenue Code of the United States of America; and the corporate by-laws.

ARTICLE XIV. MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be as provided in the by-laws.

Section 2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, but shall hold meetings at least quarterly.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporate, have hereunto set my hand and seal this 13th day of Nov, 2003, for the purpose of forming this Corporation not for profit under the laws of the State of Florida.





Sherwin Smith, Subscriber

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared Sherwin Smith, who is personally known to me or who produced a valid Florida Drivers License as identification, and is to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

Witness my hand and seal in the county and state named above this 13th day of Nov, 2003.



Notary Public Gary A. DeCosmo
MY COMMISSION # DD181490 EXPIRES
January 30, 2007
BONDED THIRD TROLYMAN INSURANCE, INC.

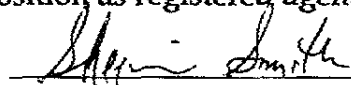
Certificate of Designation
Registered Agent/Registered Office

Pursuant to the provisions of Chapter 617 of the Florida Statutes, the mentioned 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: Sherwin Smith Ministries Incorporated.
2. The name and street address of the registered agent and office is:

Sherwin Smith Ministries Incorporated
6816 49th Street North
Pinellas Park, Florida 33781

Having been named as registered agent and to accept the 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.



Sherwin Smith

11 / 13 / 03

Date

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STATE
TALLAHASSEE, FLORIDA