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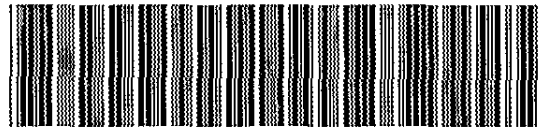
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TALLAHASSEE, FLORIDA

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Reply To: St. Petersburg Office

3911.015

December 1, 2003

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

Re: Incorporation of
WORD OF FAITH OUTREACH CHURCH, INC.

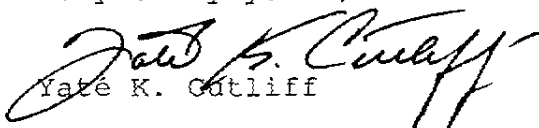
Dear Ms. Graves:

Pursuant to our telephone conversation of today, I am returning the incorporation documents as filed (original and one copy of the document) with a copy of your letter. Please be reminded that the complete principle address (mailing address) of "Article II" is set out in the second paragraph of the article.

Please allow the effective date to be November 7, 2003, the filing date. We ask that you process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for assisting us with this matter. If you have any questions, please do not hesitate to call me at (727) 827-3671.

Very truly yours,


Yate K. Cutliff



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

RECEIVED

03 DEC -3 PM 1:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

November 20, 2003

YATE K. CUTLIFF, ESQ
P O BOX 15095
ST PETERSBURG, FL 33733

SUBJECT: WORD OF FAITH OUTREACH CHURCH, INC.
Ref. Number: W03000034841

We have received your document for WORD OF FAITH OUTREACH CHURCH, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The document must contain both the street address of the principal office and the mailing address of the entity.

Article li: you need a complete principle address.,

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 303A00063057

ARTICLES OF INCORPORATION

FOR

WORD OF FAITH OUTREACH CHURCH, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being citizens of the United States, desiring to form a Non-Profit Corporation acting as Incorporators of a not for profit corporation pursuant to chapter 617, Florida Statutes adopt(s) the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be: WORD OF FAITH OUTREACH CHURCH, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business shall be located in the City of St. Petersburg, Pinellas County.

The street address and mailing address of this corporation shall be 601 East Rosery Rd. #5251, Largo, Florida 33770.

ARTICLE III PURPOSE

The Corporation's purpose will be used exclusively for religious, charitable, educational and benevolent character within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Further, its purpose is to conduct religious worship and instruction. The church obtains its guidance from the beliefs, rules and orders of the American Baptist Convention.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected is set forth in the bylaws of the corporation.

ARTICLE V POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes that are not in conflict with the terms of these Articles; provided, however, that notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE VI LIMITATIONS

The corporation shall be operated exclusively for religious, charitable and educational purposes as a nonprofit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Voting Members.

ARTICLE VIII INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Yaté K. Cutliff
501 First Avenue North, Suite 507
St. Petersburg, FL 33701

ARTICLE VIX INCORPORATOR

The names and street addresses of the Incorporator for these Articles of Incorporation are:

Yaté K. Cutliff
501 First Avenue North, Suite 507
St. Petersburg, FL 33701

ARTICLE X DIRECTORS

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and, in the absence of any such determination, shall be three directors.

(c) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial directors. The names and street addresses of the individuals who will hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

Samuel D. McPherson	601 East Rosery Rd. #5251 Largo, FL 33770
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Jamie Beavers	3416 Jackson Dr. Holiday, FL 34691
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Laraine Sherinsky-McPherson	601 East Rosery Rd. #5251 Largo, FL 33770
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Bruce Higgins

118 Jasper St.
Largo, FL 33770

ARTICLE XI INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

ARTICLE XII DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution or final liquidation of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county 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.

The undersigned Incorporator(s) has(have) executed these Articles of incorporation this 4th day of November, 2003.

Signature(s) of the incorporator(s)



Yaté K. Cutliff
name of incorporator signing

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of sections 607.0501 or 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:

WORD OF FAITH OUTREACH CHURCH, INC.

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

Yaté K. Cutliff
501 First Avenue North, Suite 507
St. Petersburg, FL 33701

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.

Signature

Yaté K. Cutliff

Date

11/04/2003