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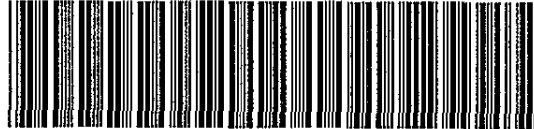
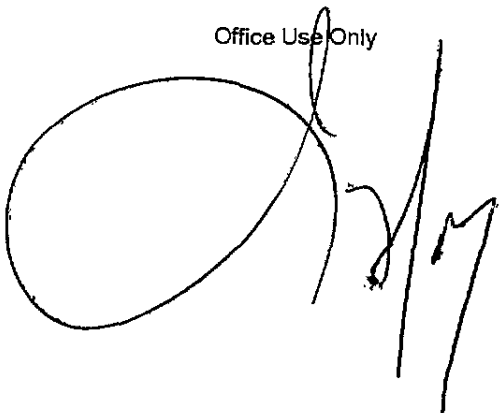
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TALLAHASSEE, FLORIDA
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Steven H.L. Bowman, P.A.
Attorney at Law



General Practice
Real Estate Law
Guardianships
Corporations
Wills, Trusts & Probate

January 29, 2004

607 U.S. Hwy 41 South
Inverness, Florida 34450
352-726-3800
352-726-2220 fax

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

Re: Covenant Institute for Higher Learning, Inc.


Madam/Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above described corporation. Please file the original document with your office and then certify and return the copy to my office. Enclosed please find a check in the amount of \$78.75 covering the Filing Fee, the Certificate designating registered agent and the Certified Copy.

Thank you for your attention to this matter. Should you have any questions, please feel free to contact my office.

Yours very truly,

STEVEN H.L. BOWMAN, P.A.



STEVEN H.L. BOWMAN

Enclosures

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
COVENANT INSTITUTE FOR HIGHER LEARNING, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under Chapter 617, Laws of the State of Florida, providing for the formation, liability, rights, privileges and amenities of a corporation not for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be **COVENANT INSTITUTE FOR HIGHER LEARNING, INC.** with its principal place of business at 6263 W. Seoul Lane, Dunnellon, Florida 34433 and its mailing address being P.O. Box 1681, Inverness, Florida 34451.

ARTICLE II

GENERAL NATURE OF BUSINESS

This nonprofit corporation is organized and operated exclusively for religious, educational or any other permitted charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, of the United States of America.

In furtherance of its nonprofit, tax-exempt purposes, the corporation shall have the following powers and authority; however, the corporation shall not be empowered, and is prohibited from, engaging in any activity which is not allowed pursuant to Section 501(c)(3) of the Internal Revenue Code, as amended, of the United States of America:

- A. To operate under the present name or adopt any additional names as deemed appropriate;

B. To employ qualified counsel and other necessary personnel to carry out the purposes of this corporation;

C. To adopt and use a corporate seal;

D. To receive property by gift, devise or bequest subject to the laws relating to the transfer of property by gift or will;

E. To take, purchase or otherwise acquire; to own, hold, occupy, use and enjoy; manage, improve, develop and work; to grant, sell, exchange, let, demise, and otherwise dispose of real estate, buildings, and improvements and every right, interest and estate therein without limit as to the amount thereof and wheresoever the same may be situated; to erect, construct, alter and repair buildings; to assume any and every kind of contract, agreement and obligation by or with any person, firm, corporation, or association, or any Federal, State, or other government for the erection, construction, alteration, repair, renewal, equipment, improvement, development, use, enjoyment, leasing, management or control of any buildings, improvements or structures of any kind wherever the same may be situated;

F. To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount and with any person, firm, association or corporation; to draw, make, accept, endorse, discount, issue, and execute promissory notes, warrants, and other negotiable or transferable interests;

G. To purchase or otherwise acquire, to own, hold, use and enjoy, to sell, assign and transfer, exchange or otherwise dispose of, deal in or deal with personal property of every kind and description without limit as to the amount thereof and wheresoever the same may be situated;

H. To borrow and to loan money and to give and to receive evidence of indebtedness and

security therefore; to draw, make, accept, endorse, execute and issue promissory notes, warrants and other debentures of the corporation, or otherwise to make guarantees of every kind and secure any or all obligations of the corporation by mortgage, trust deed or otherwise.

I. By its Board of Directors, to appoint such Officers and employees as may be decreed proper; define their authority and duties; fix their compensation; require bonds of such of them as it deems advisable and fix the penalty thereof; dismiss such Officers or employees, or any thereof for any good reason and appoint others to fill their places;

J. To adopt Bylaws regulating the activities and procedures of the corporation;

K. To use any and all media, including but not limited to print, television and radio, in the furtherance of its nonprofit, tax-exempt purposes;

L. To do any lawful act or activity for which non-profit corporations may be organized under the laws of this state and within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended, of the United States of America;

M. To exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the corporation is established, provided that such incidental powers shall be exercised in a manner consistent with its tax-exempt status as a religious, educational or other permitted charitable organization as set forth in Section 501(c)(3) of the Internal Revenue Code, as amended, of the United States of America; and

N. The several clauses contained in this Article II shall be construed both as purposes and powers and the statements contained in each clause shall, except where otherwise expressed, be in no wise limited or restricted by reference to or inference from the terms of any other clauses, but shall be regarded as independent purposes and powers. Notwithstanding any provisions of these Articles

of Incorporation, the corporation SHALL NOT engage in any political activity proscribed by Section 501(c)(3) of the Internal Revenue Code, as amended, of the United States of America, nor shall any income or assets of the corporation inure to the benefit (except for reasonable compensation for services rendered) of any Director, Officer, employee, member, private individual or business entity.

ARTICLE III

MEMBERSHIP

The qualifications for members and the manner of their admission shall be regulated as provided for in the corporation's Bylaws.

ARTICLE IV

GOVERNING BOARD

The board of Directors shall conduct all of the business of the corporation and shall be the only voting members of the corporation. The number of Directors and their qualifications shall be established in the Bylaws of this corporation.

ARTICLE V

NON-PROFIT STATUS

This nonprofit corporation is formed without any purpose of pecuniary profit and shall have no capital stock.

ARTICLE VI

DIRECTORS', OFFICERS', EMPLOYEES' AND MEMBERS' NON-LIABILITY

The private property of the Directors, Officers, employees and members shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the Directors, Officers, employees or members of the corporation become individually or corporately liable or

responsible for any debts or liabilities of the corporation.

ARTICLE VII

GENERAL PROVISIONS

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, Directors, 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 II hereof;

B. 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 any candidate for public office;

C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation 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 a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code; and

D. Upon dissolution 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 corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the court of jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such exempt purposes and for such organization or organizations, as said court shall

determine which are organized and operated exclusively for such exempt purposes.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles or any provisions herein may be amended, altered, changed or repealed at any regular meeting of the Board of Directors, or at a special meeting called for that purpose, by a two-thirds (2/3rd) majority of the Board of Directors.

ARTICLE IX

EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE X

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be at 607 U.S. Highway 41 South, Inverness, Florida 34450 and the registered agent shall be STEVEN H.L. BOWMAN.

ARTICLE XI

INDEMNIFICATION OF OFFICERS AND DIRECTORS

All Officers and Directors shall be indemnified by the corporation against all expenses and liabilities, including attorney's fees, reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all Officers and Directors for any liability asserted against or incurred by them in their capacity as Officers and Directors, or arising out of their status of such.

ARTICLE XII

BYLAWS

The Bylaws of the corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided for in the Bylaws.

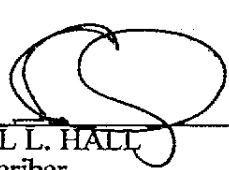
ARTICLE XIII

SUBSCRIBERS

The name and the street addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
PAUL L. HALL	2908 S. Circle Drive Inverness, Florida 34450
KENNETH E. MILTON	5657 N. Oakmont Drive Beverly Hills, Florida 34465

We, the undersigned subscribers to these Articles of Incorporation, have set our hands and seals this 12th day of January, 2004.



 PAUL L. HALL
 Subscriber



 KENNETH E. MILTON
 Subscriber

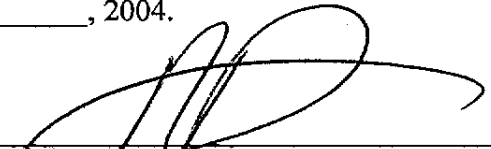
NOTARY ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF CITRUS

I HEREBY CERTIFY, that on this day personally appeared before me an officer duly authorized to administer oaths and take acknowledgments, PAUL L. HALL and KENNETH E. MILTON, to me personally known to be the persons described in and who executed the foregoing

instruments or who provided FL D/L as identification and they acknowledged before me that they executed the same freely and voluntarily for the purposes therein expressed.

WITNESS, my hand and official seal at Inverness, County of Citrus, and State of Florida, this 12th day of JANUARY, 2004.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:




APPOINTMENT OF REGISTERED AGENT AND ACCEPTANCE

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act: FIRST, that COVENANT INSTITUTE FOR HIGHER LEARNING, INC., desiring to organize under the laws of the State of Florida, with the location of its principal place of business, as indicated in the Articles of Incorporation at 6263 W. Seoul Lane, Dunnellon, Florida 34433, has named STEVEN H.L. BOWMAN of 607 U.S. Highway 41 South, Inverness, Florida 34450, as its agent to accept service of process within this state.

ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated: 1-12-04



STEVEN H.L. BOWMAN
Registered Agent

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