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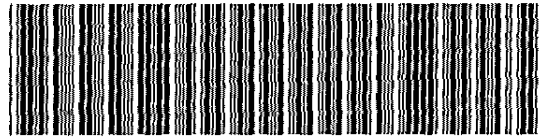
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04 JUN 29 PM 4:28
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TALLAHASSEE, FLORIDA

CB 6-30

STINAR & ZENDEJAS, LLC

Attorneys at Law
Post Office Box 1435
102 North Cascade Avenue, Suite 350
Colorado Springs, Co 80903
Telephone (719) 635-4200
Facsimile (719) 635-2493
john@stinarlawgroup.com

June 21, 2004

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

Re: Help Desk Chapters of Central Florida, Inc.

Dear Sir or Madam:

Enclosed for filing with the Secretary of State's office are Articles of Incorporation for Help Desk Chapters of Central Florida, Inc. Also enclosed is a check in the amount of **\$70.00** for the respective filing fees. Please return a file stamped copy to the undersigned in the envelope enclosed for your convenience.

Thank you for your cooperation.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,

STINAR & ZENDEJAS, LLC


John M. Stinar

JMS:cp
Enclosure(s)

**ARTICLES OF INCORPORATION
OF
HELP DESK CHAPTERS OF CENTRAL FLORIDA, INC.**
a Florida nonprofit corporation

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04 JUN 29 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE 1
NAME AND ADDRESS**

The name of the Corporation is: HELP DESK CHAPTERS OF CENTRAL FLORIDA, INC., a Florida nonprofit corporation, and its initial principal office is located at 8575 Largo Lakes Drive, Largo, FL 33773.

**ARTICLE 2
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE 3
PURPOSES AND POWERS**

Section 3.1. Purposes. The Corporation is formed exclusively for scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("the Code"), and its principal purpose is to do and perform every act or acts necessary, incidental to or connected with the furtherance of, scientific, literary and educational purposes, and generally to do anything permitted of a nonprofit corporation under the laws of the State of Florida. A determination by the Corporation's then serving board of directors as to whether a distribution to be made by the Corporation in the form of a donation falls within this statement of purpose shall be final for all purposes.

Section 3.2. Powers. In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions in Section 3.3, the Corporation shall have and may exercise all such powers as are expressly or impliedly conferred upon nonprofit corporations organized under the laws of the State of Florida, except as limited by these Articles of Incorporation and including, without limiting the generality of the foregoing, the powers:

(a) Without limit as to amount going to any one recipient or, in the aggregate, to all recipients, to make and award donations, gifts, contributions, scholarships, fellowships, and loans, from the income or assets of the corporation, but exclusively for charitable, scientific, literary and educational purposes within the limitations set forth in these Articles of Incorporation.

(b) Without limit as to amounts, to accept, acquire, receive, take and hold by bequest, devise, grant, gift or contribution, for any of its objects and purposes, any property, real and personal, of whatsoever kind, nature or description, and wheresoever situated, subject, with respect to each thereof, to such conditions and limitations, if any, as may be attached thereto or imposed thereon, and to obligate itself to perform and execute any and all such conditions and limitations, provided always that such conditions and limitations do not conflict with the objects and purposes of the corporation herein stated.

(c) To purchase, take on lease, or otherwise acquire, and to mortgage, lease, sell, exchange, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property, and to exercise in respect of any and all property any and all rights and privileges of ownership, provided that any such action shall not conflict with the objects and purposes of the corporation stated herein.

(d) To invest the funds of the Corporation in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as the Directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift.

(e) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, governmental agency, corporation or entity.

(f) To exercise such other powers, conducive to the attainment of the objects and purposes of the Corporation, which are now or hereafter may be conferred by law upon a corporation organized for the objects and purposes herein set forth.

(g) To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth whether alone or in association with other corporations, firms or individuals, or otherwise.

(h) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided the same are not inconsistent with the laws under which the corporation is organized.

(i) To have offices, and to promote and carry out the objects and purposes of the corporation and to exercise its powers within and without the State of Florida.

Section 3.3. Restrictions Upon the Powers of Directors and Others.

(a) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any other private individual (except that the Corporation may pay reasonable compensation for services actually performed, and that reasonable

payments may be paid for expenses incurred on behalf of the Corporation, in the conduct of one or more of its purposes), and no director or officer of the Corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise. Any and all property, both real and personal, which may be owned by the Corporation at any time, is and shall always be exclusively and irrevocably dedicated to the charitable, scientific, literary and educational purposes of this organization.

(b) No part of the assets of the Corporation shall be contributed to any organizations whose net earnings or any part thereof inure to the benefit of any private individual or any substantial part of the activities of which it consists of carrying on propaganda or otherwise attempting to influence legislation.

(c) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2), Section 2055 and Section 2522 of the Code (or the corresponding provision of any future United States Internal Revenue law).

(d) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation:

i) shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code (or corresponding provisions of and subsequent Federal tax laws);

ii) shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code (or corresponding provisions of and subsequent Federal tax laws);

iii) shall not retain any excess business holdings as defined in Section 4943 (c) of the Code (or corresponding provisions of and subsequent Federal tax laws);

iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code (or corresponding provisions of any subsequent Federal tax laws);

v) shall not make any taxable expenditures as defined in Section 4945 (d) of the Code (or corresponding provisions of any subsequent Federal tax laws).

(e) Upon dissolution of the Corporation, the assets of the Corporation shall be disposed of according to the procedure outlined under Florida corporate nonprofit statutes, laws or regulations. After the liabilities of the Corporation have been discharged or provided for, the Corporation's remaining assets shall be distributed to an organization or organizations which are then qualified as exempt from taxation; under Section 501(c)(3) of the Code or its successor provision, which are described in Section 170(b)(1)(A) of the Code (other than in clauses (vii) and (viii)), and each of which has been in existence and so described for a continuous period of at least 60 calendar months. The selection of such organization or organizations shall be made by the then acting Board of Directors. If such determination cannot be made for any reason, such determination shall be made by a local state court of competent jurisdiction.

ARTICLE 4 BOARD OF DIRECTORS

The control and management of the affairs of the Corporation and of the disposition of its funds and property shall be solely vested in the Board of Directors. The number of directors (which may not be less than one), their terms of office and the manner of their selection and election shall be determined in accordance with the Bylaws of the Corporation from time to time in force. The initial Board of Directors shall consist of three directors, and the name and address of the directors are:

Terrance Maloney 5701 E. Hillsborough Ave., Suite 2120 Tampa, FL 33610	Lisa DesCoteaux 220 Bay Arbor Blvd. Oldsmar, FL 34677
Cheryl Bierworth 8575 Largo Lakes Dr. Largo, FL 33773	

ARTICLE 5 MEMBERS, STOCKHOLDERS, AND VOTING

The Corporation shall not have members. The entire voting power for all purposes shall rest in the Board of Directors. The Corporation shall have no capital stock or stockholders.

ARTICLE 6 BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Such Board shall have the power to alter, amend or repeal the Bylaws. Such Bylaws may contain any provisions for the regulation or management of the affairs of the Corporation which are not inconsistent with the law or these Articles of Incorporation as the same may, from time to time, be amended. However, no bylaw at any time in effect shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets, whether during the term of its existence or as an incident to its dissolution.

ARTICLE 7 INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 7.1. Right to Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that and under the circumstances in which the Florida corporate nonprofit statutes, laws or regulations permit such indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorney fees) actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that and under the circumstances which the Florida corporate nonprofit statutes, laws or regulations permit such indemnification.

Section 7.2. Manner of Indemnification. Any indemnification under this Article (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida corporate nonprofit statutes, laws or regulations with respect to indemnification of directors. Such

determination may be made: (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, by a majority vote of a committee of the Board designated by the Board, which committee shall consist of two (2) or more Directors who were not parties to the action, suit, or proceeding, except that Directors who were parties to the action, suit, or proceeding may participate in the designation of Directors for the committee. If such quorum is not obtainable or such committee cannot be established pursuant to (a) and (b) above, or even if such quorum is obtained or such committee is designated if such quorum or committee so directs, such determination shall be made: (a) by independent legal counsel selected by vote of the Board of Directors or the committee in the manner specified in (a) or (b) above (as the case may be) or, if a quorum cannot be obtained and a committee cannot be established pursuant to (a) and (b) above, by independent legal counsel selected by a majority vote of the full Board. Authorization of indemnification and evaluation as to reasonableness of expenses may be made in the same manner as the determination that indemnification is proper is made; except that, if the determination that indemnification is proper is made by independent legal counsel (as set forth above), authorization of indemnification and evaluation as to reasonableness of expenses may be made by the body that selected said counsel.

Section 7.3. Non-Exclusive Right. The foregoing right of indemnification shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7.4. The Directors shall not have any personal liability to the Corporation for monetary damages for breach of fiduciary duty as a Director as set forth in Florida corporate nonprofit statutes, laws or regulations.

ARTICLE 8 REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation is 8575 Largo Lakes Drive, Largo, FL 33773. The name of its initial registered agent at such address is Cheryl Bierworth.

**ARTICLE 9
INCORPORATOR**

The name and address of the incorporator is:

John M. Stinar
102 North Cascade, Suite 350
P.O. Box 1435
Colorado Springs, Colorado 80903

**ARTICLE 10
AMENDMENT**

The Board of Directors reserve the right from time to time to amend, alter, change or repeal these Articles of Incorporation by a vote of two-thirds of the directors present at a meeting called for such purpose pursuant to notice, or in the manner permitted under Florida corporate nonprofit statutes, laws or regulations for taking action by unanimous written consent of the Directors without a meeting; provided, however, that no amendment to these Articles of Incorporation shall have the effect of giving any director or officer of this Corporation any proprietary interest in its property or assets, whether during the terms of its existence or as an incident to its dissolution.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 9th day of June, 2004.



John M. Stinar, Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Cheryl Bierworth



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 30, 2004

EMMANUEL REGIS
2427 BISCAYNE BLVD
MIAMI, FL 33137

The Articles of Incorporation for MISSION UNION FRATERNITE CHRISTIAN, INC were filed on June 29, 2004 and assigned document number N04000006467. Please refer to this number whenever corresponding with this office regarding the above corporation. The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

A corporation annual report must be filed with this office between January 1 and May 1 of each year beginning with the calendar year following the year of the filing/effective date noted above and each year thereafter. Failure to file the annual report on time may result in administrative dissolution of your corporation.

A federal employer identification (FEI) number must be shown on the annual report form prior to its filing with this office. Contact the Internal Revenue Service to insure that you receive the FEI number in time to file the annual report. To obtain a FEI number, contact the IRS at 1-800-829-3676 and request form SS-4.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at the address given below.

Cynthia Blalock, Document Specialist
New Filings Section

Letter Number: 604A00042693

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MISSION UNION FRATERNITE CHRISTIAN, INC, a Florida corporation, filed on June 29, 2004, as shown by the records of this office.

The document number of this corporation is N04000006467.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirtieth day of June, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

ARTICLES OF INCORPORATION
OF
MISSION UNION FRATERNITE CHRISTIAN, INC

FILED
04 JUN 29 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME:

The name of this Corporation shall be:

MISSION UNION FRATERNITE CHRISTIAN, INC

The principal place of business of this Corporation shall be :

433 NE 191st Street
Suite 201
Miami, Florida 33179

ARTICLE II TERM OF CORPORATE EXISTENCE:

Te period of the duration of this non-profit Corporation is " Perpetual"

ARTICLE III (PURPOSES):

The object and purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property or personal property, or both, and to distribute and administer the funds or funds, including any income or interest generated there from exclusively for charitable, religious or educational purposes. The purpose shall include, but not be limited to, the religious and evangelical education, and general worshipping.

ARTICLE IV MEMBERSHIP:

Section 1) Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of the Corporation.

Section 2) Application for Membership . Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of directors may from time to time determine.

Section 3). Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty days written notice to the Board of Directors.

ARTICLE V: INITIAL BOARD OF DIRECTORS :

THE CORPORATION SHALL HAVE MEMBERS WHO THEN SHALL ELECT THE BOARD OF DIRECTORS. The names and address of the Directors who are to manage all of the affairs of the Corporation until the first annual meeting are:

NAME	ADDRESS
PASTOR SAMUEL AURELUS	433 NE 191th Street
" "	Suite 201
" "	Miami, Florida 33179

EZECHIEL AURELUS 433 NE 191th Street
" " Suite 201
" " Miami, Florida 33179

SANDRA CAMILLE 4351 SW 160th Avenue
" " suite 204
" " Miramar, Fl 33027

MARY MCKENNY 646 NW 13th Terrace
" " Ft-Lauderdale, Fl 3331

PASTOR GERARD SERGE LOUIS 155 NW 106th Street
" " Apt 3 C
" " Columbus NY

ANITA AURELUS 433 NE 191th Street
" " Suite 201
" " Miami, Fl 33179

PASTOR WESNER SMA 433 N.E 191st Street
" " Miami, Florida 33179

ARTICLE VI STOCK BASIS:
This Corporation is organized under a non-stock basis.

ARTICLE VIII DISSOLUTION:
In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (C) 3

ARTICLE IX NAME & ADDRESS OF INCORPORATORS:
The following are the names and address of the incorporators :

NAME	TITLE	ADDRESS
SAMUEL AURELUS	EXECUTIVE DIRECTOR	433 NE 191 st STREET
" "	" "	Miami, Florida 33179
EZECHIEL AURELUS	TREASURER	433 NE 191 st STREET
" "	" "	Miami, Florida 33179
EZECHIEL AURELUS	SECRETARY	433 N.E. 191 st STREET
" "	" "	Miami, Fl 33179

ARTICLE X-AMENDMENT:

The Corporation reserves the right to amend , alter change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the Laws of the State of Florida and all rights conferred upon the incorporators herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 16th Day of JUNE 2004

Signature of Incorporators:

Samuel Aurelus
SAMUEL AURELUS (Pastor) EXECUTIVE DIRECTOR

Ezechiel Aurelus
EZECHIEL AURELUS TREASURER

Ezechiel Aurelus
EZECHIEL AURELUS SECRETARY

State of Florida
County of Miami-Dade

Sworn and subscribed before me this 16th Day of JUNE 2004

Emmanuel Regis
Notary Signature

My Commission Expires:

OFFICIAL NOTARY SEAL
EMMANUEL REGIS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD009774
MY COMMISSION EXP. APR. 14, 2005

**CERTIFICATE DESIGNATED
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the prevention of section 607.325, Florida statutes, the undersigned Corporation organized under the Laws of the State of Florida, submits the following statement designating the registered agent in the State of Florida.

**1- The name of the Corporation is :
MISSION UNION FRATERNITE CHRISTIAN, INC**

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

PASTOR SAMUEL AURELUS
433 NE 191st STREET
Suite 201
Miami, Florida 33179

THE MAILING ADDRESS OF THIS CORPORATION IS:

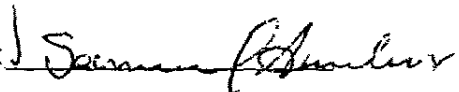
P O BOX 382225 MIAMI, FLORIDA 33238

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04 JUN 29 PM 4: 00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Signature / Corporate Officer

Date 06-16-2004

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties and I accept the duties, and obligation of section 607.325 Florida Statutes.

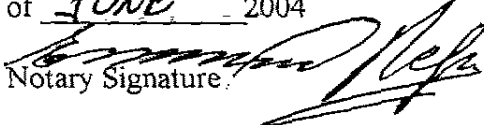
Signature:  Date 06-16-2004

I hereby certify that on this day before me , a Notary Public duly authorized in the State and County named above to take acknowledgements personally appeared:

Name: PASTOR SAMUEL AURELUS to me known to be the person described and registered agent

State of Florida
County of Miami-Dade

The foregoing instrument was acknowledged and sworn to before me this 16th Day of JUNE 2004


Notary Signature

My Commission Expires

