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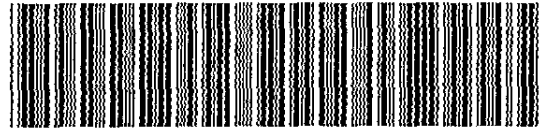
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04 APR 10 9 51 AM '04
DIVISION OF REVENUE
STATE OF NEW YORK

B.

STEVE WHITNEY MINISTRIES, INC.
7387 CLEARWATER DR
SPRING HILL, FL 34606

TEL: 352-684-5654

FAX: 352-684-5654

Date: 7-2-04

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314
(850) 487-6052

RE: ARTICLES OF INCORPORATION OF Steve Whitney Ministries, Inc.

Dear Sirs/Madam:

Pursuant to the provisions of the "Florida Not For Profit Corporation Act" Chapter 617, Florida statutes, please find enclosed two (2) originals of the Articles of Incorporation of Steve Whitney Ministries, Inc., a Not For Profit corporation, for filing purposes. Also enclosed is a check for \$ 70.00 to cover filing fees.

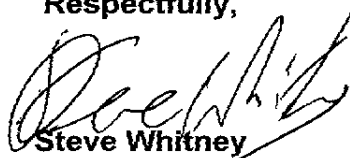
Please send a file stamped copy of the Articles of Incorporation to

Steve Whitney Ministries, Inc.
Steve Whitney
7387 Clearwater Dr
Spring Hill, FL 34606

Thank you for your prompt attention.

PLEASE ATTACH \$70.00 CHECK HERE

Respectfully,


Steve Whitney

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DIVISION OF CORPORATIONS
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**ARTICLES OF INCORPORATION
OF
Steve Whitney Ministries, Inc.
A NON-PROFIT CORPORATION**

The undersigned incorporator(s), in order to form a non-profit corporation under the laws of the state of Florida Not for Profit Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation is Steve Whitney Ministries, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of this corporation is 7387 Clearwater Dr, Spring Hill, FL 34606, and the mailing address is the same.

ARTICLE III - PURPOSE OF THE CORPORATION

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The specific Purpose(s) are: **PLEASE SEE SCHEDULE "1"**

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DIVISION OF CORPORATIONS
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PURPOSE OF THE CORPORATION

The specific purposes for which the corporation is organized are the following:

To be a distribution center to provide nonperishable food those in the community, nationwide and international. To be a channel where other ministries can find help to maintain as well as reach the world with food, clothing & shelter. Offer comfort those who are in need of spiritual and emotional guidance by preaching and teaching the gospel of Jesus Christ.

ARTICLE IV - DIRECTORS

The number of initial directors of this corporation is 5. Their names and address are as follows:

Steve Whitney
7387 Clearwater Dr
Spring Hill, FL 34606

Tonja Clemons
4870 Planters Ridge Drive
Tallahassee, FL 32311

Henry Turner
2524 Spring Forest Road
Tallahassee, FL 32301

Latika Whitney
7387 Clearwater Dr
Spring Hill, FL 34606

Lisa Johnson
942 Cedar Drive. PO Box 12403
Brooksville, FL 34603

ARTICLE V - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is stated in the by-laws

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the registered agent of this corporation are:

Steve Whitney
7387 Clearwater Dr
Spring Hill, FL 34606

ARTICLE VII - INCORPORATOR

The name(s) and address(es) of the incorporator(s) of this corporation is (are):

Steve Whitney
7387 Clearwater Dr
Spring Hill, FL 34606

ARTICLE VIII - TERM OF EXISTENCE

The period of duration of this corporation is perpetual.

ARTICLE IX - QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be set forth in and regulated by the By Laws of the corporation.

ARTICLE X - VOTING RIGHTS

Members of the corporation will have such voting rights as are provided in the By Laws of the Corporation

ARTICLE XI - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation:

ARTICLE XII - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director- proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII - Dissolution

In the event of dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed and turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for exclusive public purpose

However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purpose specified in section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

ARTICLE XIV - LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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 carry on any other activities not

permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE XV - PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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 these Articles.

ARTICLE XVI - COMPENSATION RESTRICTION

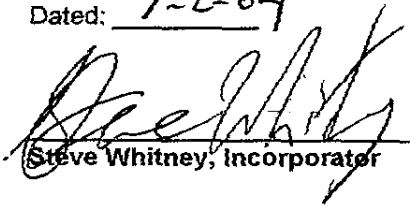
Resolved that any salaries, wages, together with fringe benefits or other forms of compensation (housing, transportation and other allowances) paid to or provided our employees, directors, or officers will not exceed a value which is reasonable and commensurate with the duties and working hours associated with such employment and with the compensation ordinarily paid persons with similar positions or duties.

ARTICLE XVII - PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

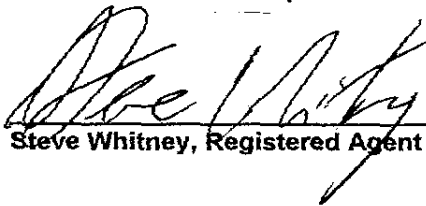
The undersigned incorporators hereby declare under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 7-2-04


Steve Whitney, Incorporator

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.

Dated: 7-2-04


Steve Whitney, Registered Agent

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