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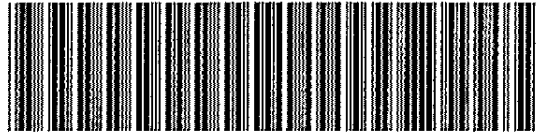
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*NOT ADMITTED IN VIRGINIA

† OF COUNSEL - MCLEAN

‡ OF COUNSEL - LEESBURG

August 20, 2004


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

Re: (1076-1) Pastoral Care Prayer Healing, Inc. - Articles of Incorporation

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for Pastoral Care Prayer Healing, Inc., along with the filing fee of \$87.50 made payable to, "Department of State". Please return a certified copy of the Articles of Incorporation, along with a Certificate of Incorporation, to the undersigned at the above address.

Respectfully submitted,


Stephen M. Clarke

Enclosures: (1) Articles of Incorporation for Pastoral Care Prayer Healing, Inc. (one original and one copy)
(2) \$87.50 check to, "Department of State"

cc: Don Hutchinson
Eric Girardin

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32314

ARTICLES OF INCORPORATION
of
PASTORAL CARE PRAYER HEALING, INC.

FILED
SECRETARY OF STATE
DIVISION 11
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ARTICLE 1: Name. The name of the corporation is **Pastoral Care Prayer Healing, Inc.** (hereinafter referred to as "the Corporation").

ARTICLE 2: Principal Office. The principal place of business and mailing address of the Corporation shall be 4 Warwick Court, Kitchener, Ontario, Canada N2E 2P1.

ARTICLE 3: Purposes. The Corporation is a religious corporation and is organized and shall be operated exclusively for religious, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). Particularly, the Corporation seeks (1) to facilitate reconciliation between individual persons and God through counselling, meditation, teaching, and preaching; (2) to preach, teach, promote, disseminate, advance, demonstrate, and implement the Gospel of Jesus Christ and the related truths of the Holy Bible in reconciling man with God; (3) to encourage, assist, and educate families as integrated units and individual members as a part thereof to assume the useful and productive roles intended by God for the family in the community and society at large; and (4) to help strengthen individuals in the Christian faith and extend fellowship among Christian churches.

Provided no jeopardy is created to its status as a corporation exempt from federal income tax under Section 501(c)(3) of the Code, the Corporation further shall be authorized to do all lawful acts that may be necessary, useful, or proper for the furtherance of the purposes of the Corporation; to engage in any lawful business or activities related thereto; and to engage in any lawful act or activity for which corporations may be organized under the Florida Not For Profit Corporation Act.

ARTICLE 4: Powers. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the power of the Corporation and its Directors:

4.1 The property of this Corporation is irrevocably dedicated to religious, educational, and charitable purposes, as set forth above, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, Directors, officers, or other 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 its purposes as set forth in these Articles. 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 (by the publication or distribution of statements or otherwise) any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) a corporation, contributions to which are deductible under Section 170 of the Code.

4.2 The Corporation shall seek such sources of support, including the solicitation of grants and loans from private foundations, government bodies, and other public and private sources, and direct or indirect contributions from the general public, as may be necessary to enable it to qualify as a publicly supported organization. In the event this Corporation is in any one year determined to be a "private foundation" as defined by Section 509(a) of the Code, it shall:

4.2.1 Distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code.

4.2.2 Not engage in any act of self-dealing as defined in Section 4941(d) of the Code.

4.2.3 Not retain any excess business holdings as defined in Section 4943(c) of the Code.

4.2.4 Not make any taxable investments as defined in Section 4944 of the Code.

4.2.5 Not make any taxable expenditures as defined in Section 4945(d) of the Code.

4.3 No gift or grant will be accepted if it contains major conditions, which would restrict or violate any of the Corporation's religious, educational, or charitable purposes or if it would require serving a private as opposed to a public interest.

4.4 Upon dissolution or winding up of this Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed for one or more of the Corporation's exempt purposes within the meaning of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of exclusively for such purposes by a court of competent jurisdiction of the county in which the Corporation's principal office is located.

ARTICLE 5: Directors. The Directors of the Corporation shall elect their successors and additional Directors, as set forth in the Bylaws of the Corporation. The initial Directors shall be:


Arthur Zielstra
4 Warwick Court
Kitchener, Ontario
Canada N2E 2P1

Joan Feikema
6719 Juneview NW
Rockford, MI 49341

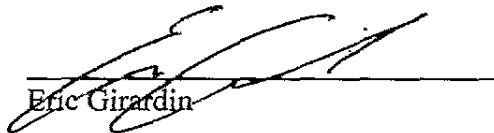
Eric Girardin
4000 NE 168th Street, Unit 104
North Miami Beach, FL 33160

ARTICLE 6: Registered Office and Agent. The registered office of the Corporation shall be located at 201 - 178 Street, Apt. 317, North Miami Beach, FL 33160, and the registered agent of the Corporation at this office shall be Eric Girardin, a Florida resident.

ARTICLE 7: Incorporator. The name and address of the incorporator is Stephen M. Clarke, Gammon & Grange, P.C., Seventh Floor, 8280 Greensboro Drive, McLean, VA 22102. The undersigned incorporator has executed these Articles of Incorporation this 26th day of August, 2004.

BY: 
Stephen M. Clarke

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.


Eric Girardin

08/13/2004
Date

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DIVISION