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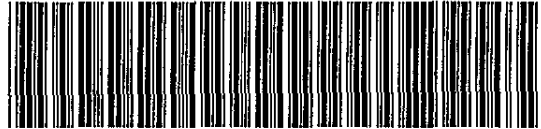
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05 SEP 30 AM 7:48
CLERK OF STATE
TALLAHASSEE, FLORIDA

September 27, 2005

Florida Dept. of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

Subj: Incorporation of BETHLEHEM MINISTRIES, INC.

Dear Sir or Madam:

Enclosed please find the following:

1. The original and one copy of the Articles of Incorporation for the subject corporation. Please certify one copy and return it to the undersigned.
2. My check in the amount of \$78.75 to cover the filing fee.
3. Designation of Resident Agent.

Kindly acknowledge filing of these Articles of Incorporation, in compliance with Florida law and return the certified copy of the Articles of the Incorporation to the undersigned at Express Paralegal Services, Inc., 129 W. Hibiscus Blvd., Melbourne, FL 32901, telephone number (321) 729-6399.

Thank you for your assistance in this matter.

Sincerely,



Creslyn Skinner-Sampson

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BETHLEHEM MINISTRIES, INC.

ARTICLE I. NAME

The name of this corporation is
BETHLEHEM MINISTRIES, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of:

1. The Corporation is organized exclusively for charitable, religious, literacy, scientific and educator purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.

2. No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 these Articles of Incorporation.

3. 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 and distribution of statements) any political campaign on behalf of any candidate for public office.

4. 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, (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a non-profit corporation organized under the laws of the State of Florida pursuant to the provisions of Chapter 617, Florida Statutes.

5. Upon the 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 a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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.

ARTICLE IV. MEMBERS AND DIRECTORS

The qualifications of members and directors and the manner of admission of members together with the manner of election or appointment of directors shall be regulated by the bylaws.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 458 Kodiak Ave SE, Palm Bay FL 32909, and the name of the initial registered agent of this corporation at that address is CRESLYN SKINNER-SAMPSON.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

This corporation shall have three directors initially. The number of directors may be either increased or diminished

from time to time by the bylaws but shall never be less than three. The names and addresses of the initial directors of this corporation are:

CRESLYN SKINNER-SAMPSON
458 Kodiak Ave SE
Palm Bay FL 32909

ESMIE REDWOOD
1247 Mariposa Ave NE
Palm Bay FL 32905

MAXINE NELSON
255 San Marino Rd. SW
Palm Bay FL 32908

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the corporation is located at 4630 Lipscomb St. NE, Suite #6, Palm Bay FL 32905, and the mailing address of the corporation is 458 Kodiak Ave SE, Palm Bay FL 32909.

ARTICLE VIII. INCORPORATOR

The name and address of the person signing these articles are:

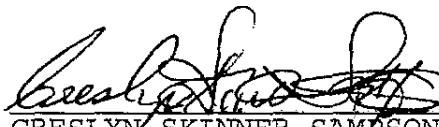
CRESLYN SKINNER-SAMPSON
458 Kodiak Ave SE
Palm Bay FL 32909

ARTICLE IX. AMENDMENTS

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation,

or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the members subject to this reservation.

IN WITNESS WHEREOF the undersigned subscriber has executed these articles of incorporation on this 27th day of September, 2005.


CRESLYN SKINNER-SAMPSON
Subscriber

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared CRESLYN SKINNER-SAMPSON, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 27th day of September, 2005.

FL/ID


Notary Public



Judith A. Wiecezorek
Commission # DD242503
Expires Aug. 18, 2007
Aaron Notary
1-800-350-5161

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA


DESIGNATION
AS
REGISTERED AGENT

In compliance with Section 48.091, and Section 607.034,
Florida Statutes, the following is submitted:

That BETHLEHAM MINISTRIES, INC., desiring to organize
under the laws of the State of Florida, with its principal
office at 4630 Lipscomb St. NE, Palm Bay FL 32905, has named
CRESLYN SKINNER-SAMPSON, located at 458 Kodiak Ave SE, Palm
Bay FL 32909, as its agent to accept service of process
within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the
above named Corporation, at the place designated in this
certificate, the undersigned agrees to act in this capacity,
and agrees to comply with the provisions of Florida law
relative to keeping the designated office open.


CRESLYN SKINNER-SAMPSON
Registered Agent