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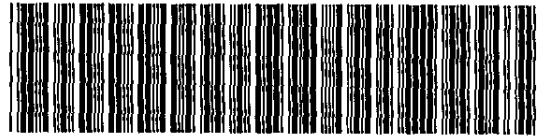
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CHITWOOD & CHITWOOD

OSBORNE OFFICE CENTER

5746 MARLIN RD., SUITE 500

CHATTANOOGA, TENNESSEE 37411-5679

(423) 892-4882

1-800-225-5849

H. MICHAEL CHITWOOD
HERMAN C. CHITWOOD

FAX (423) 855-4243
Email: chitwoods@chitwoods.com

March 23, 2006

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

via FEDERAL EXPRESS

Re: Faith Women Ministries, Inc.

Ladies and Gentlemen:

Enclosed find the original and one duplicate copy of the Certificate of Incorporation for Faith Women Ministries, Inc.; a Florida corporation formed pursuant to the Florida Business Corporation Act. Enclosed is a check, payable to the Secretary of State, in the amount of \$78.75 for the filing fee plus certificate of status.

* * * * *

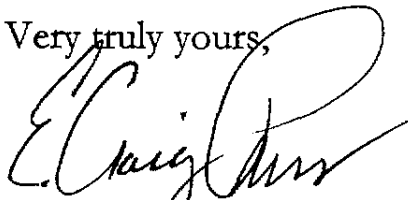
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TALLAHASSEE FLORIDA

March 23, 2006

Page 2

Please return the charter and file-stamped copy of the original Articles to the attention of the undersigned at your earliest convenience. For this purpose, we are enclosing a self-addressed, postage prepaid envelope. For any questions you may have about this filing or the contents therein, by all means call the undersigned directly at the above address or telephone number. Thank you for your attention to these matters and for the continuing courtesies of your office.

Very truly yours,



E. Craig Prus

For the Firm Chitwood & Chitwood

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

March 27, 2006

E. CRAIG PRUS, ESQUIRE
5746 MARLIN ROAD
SUITE 500
CHATTANOOGA, TN 37411-5679

SUBJECT: FAITH WOMEN MINISTRIES, INC.
Ref. Number: W06000014503

We have received your document for FAITH WOMEN MINISTRIES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 106A00020432

**CERTIFICATE OF INCORPORATION
OF
Faith Women Ministries, Inc.**

(A Corporation Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person of the age of twenty-one years or more, does make and acknowledge this Certificate of Incorporation for the purpose of forming a nonprofit corporation under the Florida Nonprofit Corporation Act, Chapter 617, F.S., (Not for Profit).

ARTICLE I

CORPORATE NAME

The name of the corporation is:

Faith Women Ministries, Inc.

ARTICLE II

**PUBLIC BENEFIT CORPORATION;
RELIGIOUS CORPORATION; DURATION**

The corporation is organized pursuant to the provisions of the state of Florida Nonprofit Corporation Act. The corporation is a public benefit corporation and a religious corporation. The corporation has perpetual duration.

ARTICLE III

REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office and registered office of the corporation is 1310 John's Cove Lane; Orlando, FL 34787; in the county of Orange.

The name of the initial registered agent, to be located at the registered office is Magali Nadal.

ARTICLE IV

INITIAL DIRECTORS

The names and addresses of the initial Board of Directors of the corporation are:

Magali Nadal
1310 John's Cove Lane
Orlando, FL 34787

Marta Gomez
P.O. Box 1528
Vega Baja, PR 00694-1528

Grace Rosado
PMB 286
P.O. Box 607071
Bayamon, PR 00959-7071

ARTICLE V

CORPORATE PURPOSES; POWERS; RESTRICTIONS

1. The purposes for which the corporation is organized and operated are exclusively religious, charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law. The corporation's religious, charitable and educational goals shall be met by its commitment to serve as a faith based religious ministry. Such commitment shall be fulfilled additionally by doing whatever is legal under Florida law as pertaining to not-for-profit corporations, including:

- (a) developing the spiritual and social life of communities around the world;
- (b) engaging in, supporting, furthering and facilitating faith based projects for churches, religious ministries, missionaries and similar organizations and persons wherever located;
- (c) engaging or participating in social projects to benefit faith based organizations and their communities, and through such measures and actions providing economic opportunities for the membership, communities and other charitable classes of persons belonging to, supporting or otherwise affected by such faith based organizations;
- (d) supporting and building educational programs, facilities and activities/programs for faith based entities, organizations and their communities;

-
- (e) acting with charitable concern to help all people in need of any help which the corporation can give, regardless of race, social position or religious affiliation;
 - (f) developing and carrying out programs of social benefit for the poor, aged, widowed, orphaned, afflicted, imprisoned or underprivileged; and
 - (g) making distributions to organizations that qualify as exempt organizations pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

2. As a means of accomplishing the above purposes and methods, in accordance with and in addition to the powers conferred by the laws of the state of Florida, the corporation shall have the following powers:

- (a) receiving and accepting gifts of money and property and to hold the same for any of the purposes of the corporation and its work;
- (b) raising and assisting in raising funds for the purposes herein set forth;
- (c) acquiring, owning, leasing, mortgaging and disposing of property, both real and personal;
- (d) accepting property and donations in trust for religious or charitable purposes; and

- (e) acquiring, holding, owning, selling, assigning, transferring, mortgaging, pledging or otherwise disposing of shares of the capital stock, bonds, obligations or other securities of other corporations, domestic, or foreign, as investments or otherwise, in carrying out any of the purposes of the corporation and, while the owner thereof, exercising all rights, powers and privileges of ownership, including the power to vote thereon.

3. In the conduct of the affairs of the corporation:

- (a) The property of the corporation is irrevocably dedicated to religious, charitable and educational purposes, and 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 to it and to make payments and distributions in furtherance of the purposes set forth in this article.
- (b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

- (c) The corporation shall not:
 - (i) operate for the purpose of carrying on a trade or business for profit;
 - (ii) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or
 - (iii) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.
- (d) The corporation's operations are to be conducted principally in the United States of America; the corporation also may conduct operations in foreign countries, subject, however, to the laws of the state of Florida.

ARTICLE VI

MANAGEMENT OF CORPORATE AFFAIRS

The powers and business affairs of the corporation shall be exercised and managed by or under the authority or direction of the corporation's Board of Directors. The number of directors may be increased or decreased from time to time by a majority of the directors, but at no time shall there be fewer than three (3) directors of the corporation.

ARTICLE VII
CORPORATE NATURE

The corporation is organized under a non-stock basis.

ARTICLE VIII
MEMBERS

The corporation shall not have members, and shall be governed exclusively by its Board of Directors. The manner in which the directors of the corporation shall be elected or appointed shall be governed by the provisions of the bylaws of the corporation.

ARTICLE IX
AMENDMENTS

Amendments to these articles of incorporation may be adopted by a majority of the directors in the manner set forth in the bylaws of the corporation.

ARTICLE X

INDEMNIFICATION

The corporation may indemnify a person who was, is or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the corporation as provided by the provisions of the Florida Nonprofit Corporation Act governing indemnification. As provided in the bylaws, the Board of Directors shall have the power to define the requirements and limitations for the corporation to indemnify directors, officers or other persons related to the corporation.

ARTICLE XI

INCORPORATOR

The name and address of the incorporator is:

E. Craig Prus
5746 Marlin Road; Ste. 500
Chattanooga, TN 37411

ARTICLE XII

ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of directors or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date of signature of each person signing it. A consent signed by less than all of the directors or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the nonprofit corporation within sixty (60) days after the date of the earliest dated consent delivered to the nonprofit corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested. The delivery may be made to the corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the corporation's principal place of business, the consent must be addressed to the president or principal executive officer of the corporation.

The corporation will give prompt notice of the action taken to persons who do not sign consents. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed.

The telegram, telex, cablegram or similar transmission by a director or committee member, or photographic, facsimile or similar reproduction of the signed writing is to be regarded as being signed by the director or committee member.

ARTICLE XIII

POLICY OF NONDISCRIMINATION

No person on the grounds of race, color, sex or national and ethnic origin shall be excluded from any activity established by the corporation or by the corporation in connection with its various ministries or activities, nor shall any person on such grounds be excluded from participation in, or be denied the benefits of, or otherwise subjected to discrimination under, any program or activity of the corporation.

ARTICLE XIV

REQUESTS FOR FUNDS

The Board of Directors of the corporation shall review all requests for funds from other organizations. The board shall require that such requests specify the use to which the funds will be put, and if the board approves the request, it shall authorize payment of such funds to the approved grantee. The Board of Directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board. The board may, in its absolute discretion, decline to make any grants or contributions or otherwise render financial assistance to or for any or all purposes for which the funds are requested. After the Board of Directors has approved a grant to another organization for a specific project or purpose, the corporation may solicit funds for the grant to the specifically approved project or purpose of the other organization. The Board of Directors shall, at all times, have the right to withdraw approval of the grant and use the funds for other charitable, religious or educational purposes. Grants to foreign organizations will be made in accordance with Internal Revenue Code Section 4945(d)(4).

ARTICLE XV

MISCELLANEOUS

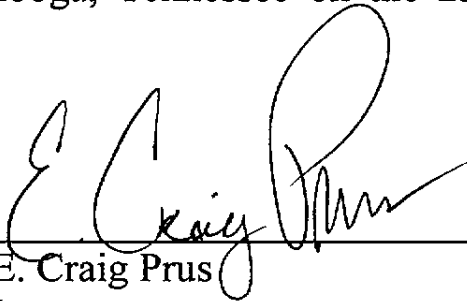
1. Notwithstanding any other provision of the articles, the corporation shall not carry on any activities not permitted to be carried on:

- (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (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) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

2. In the event of the dissolution of this corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose.

Any of such assets not so disposed of shall be disposed of by the district court 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.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand in Chattanooga, Tennessee on the 23rd day of March, 2006.



E. Craig Prus
Incorporator



Magali Nadal
Registered Agent

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