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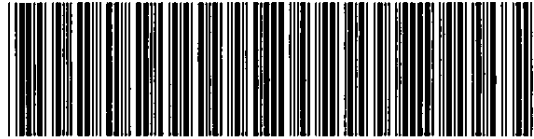
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STEPHEN M. GUTTMANN

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DIVISION OF CORPORATIONS

March 15, 2007

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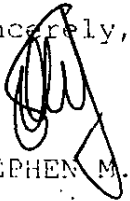
RE: The Heart of Grace Foundation, Inc.

Gentlemen:

Please find enclosed the original and a copy of the Amended Articles of Incorporation of The Heart of Grace Foundation, Inc. It is our understanding that a filing fee on this filing is not required since it was paid previously.

PLEASE CONTACT MY OFFICE AT MY TOLL FREE NUMBER OF (800) 962-8706 IF YOU HAVE ANY QUESTIONS.

Sincerely,



STEPHEN M. GUTTMANN

SMG/sc

Enclosure

ARTICLES OF INCORPORATION
OF
THE HEART OF GRACE FOUNDATION, INC.

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not-For-Profit Corporation Act."

ARTICLE I

CORPORATE NAME

The name of the corporation is THE HEART OF GRACE FOUNDATION, INC.

ARTICLE II

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

COMMENCEMENT OF CORPORATION EXISTENCE

The Corporate existence of the corporation shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

ARTICLE IV

PURPOSE AND POWERS

The corporation is not organized for pecuniary profit or financial gain, and no part of the corporation's assets or income shall inure to the benefit of any director, officer, employee or member of the corporation except as may be authorized by the Board of Directors, in accordance with the terms and provisions of the Bylaws of the corporation, with respect to the compensation of directors, officers, employees,

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or members of the corporation for the rendition of unusual or exceptional services to the corporation.

The purposes for which this corporation is formed, and the powers that may be exercised by the Board of Directors of the corporation, are as follows:

- (A) This corporation exists to provide solutions to families and individuals that find themselves in need.
- (B) This corporation seeks to provide various basic needs for those who have done all that they can on their own, and their personal resources have been exhausted.
- (C) This corporation seeks to provide housing, home improvements, college scholarships, costs for medical care, and any other need that God would lead the corporation to provide.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the corporation that may be granted by applicable law and any amendments thereto.

ARTICLE V

BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The business and affairs of the corporation shall be managed and governed by the Board of Directors. The number of Directors constituting the initial Board of Directors shall be three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the corporation, but in no event shall there be less than three directors.

B. DUTIES AND POWERS. All of the duties and powers of the Corporation existing under these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees.

C. ELECTION; REMOVAL. Directors of the corporation shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the

Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. TERM OF INITIAL DIRECTORS. The Incorporator shall appoint the members of the first Board of Directors, for a period as described in the Bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows: Douglas M. Boone, 5830 Wood Duck Drive, Pace, FL 32571; Gerald T. Laiben, 6807 Trammell Drive, Milton, FL 32570; and Ryan Carlson, 3997 Sunny Manor Circle, Milton, FL 32583.

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected as described in the Bylaws.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator of the corporation is as follows: Douglas Boone, 5830 Wood Duck Drive, Pace, FL 32571.

The principal place of business and mailing address of this corporation shall be as follows: 5830 Wood Duck Drive, Pace, FL 32571.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND AGENT


The physical location of the initial registered office of the corporation is as follows: 5830 Wood Duck Drive, Pace, FL 32571, and the name of the initial registered agent of the corporation as said address is as follows: Douglas M. Boone, 5830 Wood Duck Drive, Pace, FL 32571.

ARTICLE IX

DISSOLUTION

Upon dissolution of this organization, the remaining assets shall be delivered to Sacred Heart Foundation, Inc., 5151 North 9th Avenue, Pensacola, FL 32504.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation on this the 14th day of March, 2007.

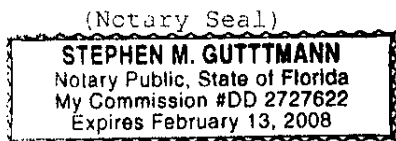

DOUGLAS M. BOONE,
Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized by the State of Florida and County named above, to take acknowledgments, personally appeared DOUGLAS M. BOONE, to me known to be the person(s) described as the Subscriber(s), in and who executed the foregoing Amended Articles of Incorporation.

WITNESS my hand and official seal this the 14th day of March, 2007.




NOTARY PUBLIC
My Commission Expires:

CERTIFICATE DESIGNATING RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

FIRST: That THE HEART OF GRACE FOUNDATION, INC., desiring to organize under the laws of the State of Florida, and its principal office as indicated in the Articles of Incorporation at City of Pace, County of Santa Rosa, State of Florida, has named Douglas Boone as its resident agent.

ACKNOWLEDGMENT

Having been named as resident agent for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the said act, relative to keeping open said office.


DOUGLAS BOONE