



LEVIN, MIDDLEBROOKS, MABIE,
THOMAS, MAYES, & MITCHELL, P.A.

N960000003198

February 7, 1997

ATTORNEYS
AT LAW

M ROBERT BLANCHARD
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(1925-1996)

LEFFERTS L. MABIE, III

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D.L. MIDDLEBROOKS

CLAY MITCHELL

R. LARRY MORRIS

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SAM A. VIVIANO

State of Florida
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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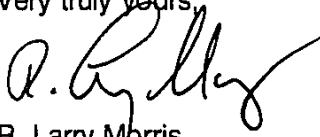
Re: Russian Resources Press, Inc.

Gentlemen:

Enclosed please find an original and one (1) copy of the Amended Articles of Incorporation for Russian Resources Press, Inc., a nonprofit organization. Please file the original and return a certified copy to the undersigned at your earliest convenience. Our firm check for \$87.50 is also enclosed to cover the filing fee and one certified copy.

Thank you for your attention to this matter, and please give us a call if you have any questions.

Very truly yours,


R. Larry Morris

RLM/cah
Enclosures

cc: George W. Baskin, President
Rev. Brian C. Kent, Vice President
Jimmy Few, Secretary/Treasurer

SH 3/20

FILED
97 MAR 19 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PO BOX 12308
PENSACOLA, FL 32581

316 S. BAYLEN STREET
SUITE 600
PENSACOLA, FL 32501

TELEPHONE 904-435-7000

FAX 904-435-7020

TOLL FREE 888-435-7001



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 19, 1997

R. Larry Morris
Levin, Middlebrooks et al
P.O. Box 12308
Pensacola, FL 32581

SUBJECT: RUSSIAN RESOURCES PRESS, INC.
Ref. Number: N96000003198

We have received your document for RUSSIAN RESOURCES PRESS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please entitle your document Restated Articles of Incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return 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 (904) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 897A00008821



LEVIN, MIDDLEBROOKS, MABIE, THOMAS,
MAYES, MITCHELL & PAPANTONIO

March 17, 1997

ATTORNEYS
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LEO A. THOMAS

SAM A. VIVIANO

Mr. Steven Harris
Corporate Specialist
Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Russian Resources Press, Inc.
Ref. Number: N96000003198

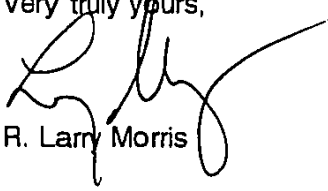
Dear Mr. Harris:

Per your letter of February 19, 1997, a copy of which is enclosed for your convenience, we have enclosed the following:

1. Original and one (1) copy of Restated Articles of Incorporation for Russian Resources Press, Inc.; and,
2. Original and one (1) copy of the Certificate Regarding Restated Articles of Incorporation.

Please file the originals and return a certified copy at your earliest convenience. Thank you for your attention to this matter.

Very truly yours,



R. Larry Morris

RLM/cah
Enclosures

cc: George W. Baskin
Rev. Brian C. Kent
Jimmy Few

PO BOX 12308
PENSACOLA, FL 32581

316 S BAYLEN STREET
SUITE 600
PENSACOLA, FL 32501

TELEPHONE 904 435 7000
FAX 904 435 7020

**CERTIFICATE REGARDING RESTATED ARTICLES OF INCORPORATION
OF
RUSSIAN RESOURCES PRESS, INC.**

FILED
97 MAR 19 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BEFORE ME this day personally appeared **GEORGE W. BASKIN**, who, after being first duly sworn, did depose and say as follows:

1. That he is the President of **RUSSIAN RESOURCES PRESS, INC.**
2. That the Restated Articles of Incorporation, a copy of which are attached hereto and incorporated herein by reference and marked Exhibit "One", were adopted by the Board of Directors and does not contain any amendments requiring member approval.

Further affiant sayeth not.

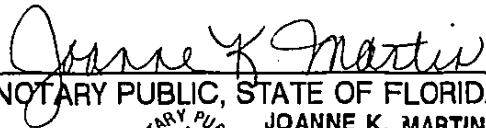

RUSSIAN RESOURCES PRESS, INC.

BY: 
GEORGE W. BASKIN, President

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing was acknowledged before me on this 13 day of March, 1997, by **GEORGE W. BASKIN** as President of **RUSSIAN RESOURCES PRESS, INC.**, a Florida

corporation, on behalf of the corporation. He is personally known to me and did not take an oath.


NOTARY PUBLIC, STATE OF FLORIDA AT LARGE
 JOANNE K. MARTIN
COMMISSION # CC 357766
EXPIRES MAR 22, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.
Notary Public's stamped, typed or printed name

My Commission Expires:

CC No:

**RESTATED ARTICLES OF INCORPORATION
OF
RUSSIAN RESOURCES PRESS, INC.**

FILED
97 MAR 19 AM 8:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Restated Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under the laws of the State of Florida.

ARTICLE I: NAME AND ADDRESS

The name of this corporation not for profit is RUSSIAN RESOURCES PRESS, INC.
The address is 1500 East Johnson Avenue, Suite 123, Pensacola, Florida 32514.

ARTICLE II: CORPORATE PURPOSE

Said corporation is organized exclusively for charitable, religious and educational purposes, 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 the corresponding section of any future federal tax code.

The general purpose of the corporation is to translate and publish materials needed by the United Methodist Church, other Christian churches, and/or other Christian organizations in Russia as determined by leaders and members of the church or organizations. The more immediate specific purpose of this corporation is to translate and publish materials needed. It will also distribute a carefully evaluated catalog of books and Bibles from a broad range of publishers to other United Methodist and/or Christian laymen and clergy going to ministry sites in Russia, to encourage and assist the development and publication of new manuscripts from Russian writers who are

addressing topics of interest to Christians and which are needed to further the ministry of Jesus Christ in Russia. It will also encourage and assist in the translation and publication of existing books from non-Russian writers whose works have been deemed helpful by Russian Christians and which are needed. However, the corporation may not necessary limit its scope to said efforts in Russian but may extend to other areas of the world as well.

ARTICLE III: DIRECTORS

This corporation shall have eleven (11) directors initially. The number of directors may be increased or diminished, from time to time, by Bylaws adopted by the shareholders, but shall never be less than five (5). Said directors shall serve for two (2) year terms. Additional details regarding the method of election of the directors will be stated in the Bylaws.

ARTICLE IV: INITIAL DIRECTORS AND INCORPORATORS

The names and addresses of each director and incorporator are:

Mr. George W. Baskin
1500 East Johnson Avenue
Suite 123
Pensacola FL 32514

Rev. Brian C. Kent
Murrieta United Methodist Church
Post Office Box 602
Murrieta CA 92564

Mr. Jimmie Few
Post Office Box 8588
Mobile AL 36608

Rev. Carol Ann Seckel
Alaska Children's Services
4600 Abbott Road
Anchorage AK 99507

Dr. Robert Pierson
Christ United Methodist Church
3515 South Harvard Avenue
Tulsa OK 74135

Mr. Robert L. Turner
2290 Dupont
Pensacola FL 32503

Dr. Mark LaBranche
Post Office Box 240247
Montgomery AL 36124-0247

Mr. Richard S. Firth
1119 Soundview Trail
Gulf Breeze FL 32561

Bishop William B. Oden
Box 8127
Dallas, TX 75205-0127

Dr. Mark Elliot
221 South Williston St.
Wheaton IL 60187

Ms. Laura Arefieva whose address is 713 SW 102, Oklahoma City, Oklahoma, 73139 is also a member of the board of directors.

ARTICLE V: AMENDMENTS

These Restated Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors and approved at a Board of Directors' meeting by simple majority.

ARTICLE VI: LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustee, 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 Article Third hereof. 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 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, 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, or the corresponding section of any future federal tax code, or (b) by a

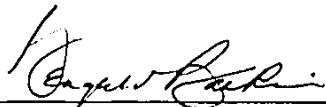
corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VII: DISSOLUTION OF THE CORPORATION

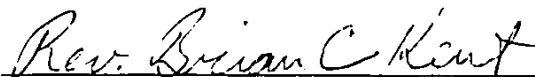
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 VIII: REGISTERED OFFICE AND AGENT

The initial registered office of this corporation shall be located at 1500 East Johnson Avenue, Suite 123, Pensacola, Florida 32514, and the name of the initial registered agent of this corporation at that address shall be George W. Baskin. The Board of Directors may change the registered office and agent of the corporation, from time to time, in the manner provided by law.



George W. Baskin, President



Rev. Brian C. Kent, Vice President