

N96000005212

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Mailor No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Southern Gospel
Express, Inc

	C.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS		

200001353982
 -10/09/96-01025-009
 ***122.50 ***122.50

96 OCT 10 PM 4:08
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

FILED

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN 11-9 1200 AB
 Will Pick Up 10/10

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

RECEIVED
 96 OCT -9 AM 9:50
 DIVISION OF CORPORATION

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 OCT 10 AM 11:37
DIVISION OF CORPORATION

October 9, 1996

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
SUITE 1
TALLAHASSEE, FL 32301

SUBJECT: SOUTHERN GOSPEL EXPRESS, INC.
Ref. Number: W96000021302

Corrected

We have received your document for SOUTHERN GOSPEL EXPRESS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 896A00045975

**Articles of Incorporation
of
Southern Gospel Express, Inc.**

FILED
96 OCT 10 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this Corporation is Southern Gospel Express, Inc.

**ARTICLE II
Principal place of business and mailing address**

The principal place of business and mailing address of this corporation shall be:

Principal place of business:
500 Northwest 6th Street
Okeechobee, Florida 34972

Mailing Address:
Post Office Box 1211
Okeechobee, Florida 34973

**ARTICLE III
Term**

This Corporation shall have perpetual existence.

**ARTICLE IV
Purposes**

A. The primary purpose for which this Corporation is formed is to benefit its membership, constituents, and community at large through the proper worship of God by the proclamation of the Gospel of Jesus Christ through southern country gospel music. The Statement of Faith shall be included in the By-Laws.

B. The general purpose for which this Corporation is formed is to operate exclusively for such religious, charitable, and educational purposes as will qualify it as a non-profit, tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

ARTICLE V
Members

The members of this corporation shall be those persons who have qualified for membership in Southern Gospel Express as provided by the By-Laws of this corporation.

ARTICLE VI
Initial Registered Office/Registered Agent

- A. The initial register office is 500 Northwest 6th Street, Okeechobee, Florida 34972.
- B. The initial registered agent at that office is Stephen E. Burk.

ARTICLE V
Board of Trustees

- A. The routine business activities of this Corporation shall be governed by a Board of Trustees.
- B. Members of the Board of Trustees shall be selected, maintained and removed as provided in the By-Laws of this corporation..
- C. The names and street addresses of the initial Trustees are:

<u>Name</u>	<u>Address</u>
Stephen E. Burk	7920 Northwest 82nd Court Okeechobee, Florida 34972
James P. Lipscomb	8184 Northwest 80th Avenue Okeechobee, Florida 34972
Greg Douglas	
Bill White	4221 Southeast 28th Street Okeechobee, Florida 34973
Linda White	4221 Southeast 28th Street Okeechobee, Florida 34973

ARTICLE VIII
Name and Address Of Incorporators

<u>Name</u>	<u>Address</u>
Stephen E. Burk	7920 Northwest 82nd Court Okeechobee, Florida 34972
James P. Lipscomb	8184 Northwest 80th Avenue Okeechobee, Florida 34972
Greg Douglas	

Bill White

4221 Southeast 28th Street
Okeechobee, Florida 34973

Linda White

4221 Southeast 28th Street
Okeechobee, Florida 34973

ARTICLE IX By-Laws

A. For the conduct of affairs of this Corporation and the carrying out of its purposes, it shall adopt By-Laws. Such By-Laws shall be adopted or amended at a regularly scheduled meeting, or at a special meeting called for that purpose, of the Trustees. Such action shall require ratification by two-thirds (2/3) of the Trustees present and voting. The initial By-Laws and any amendments thereto, shall be approved by the affirmative vote of two-thirds of the membership voting at its annual meeting. Such approval may be incorporated in the membership's ratification of the activities of the Board of Trustees for the preceding year.

B. Adoption of or amendments to the By-Laws shall require prior notice to all Trustees, which notice shall contain the text of the proposed By-Laws or amendments to such By-Laws.

ARTICLE X Amendments

A. These Articles of Incorporation may be amended at a regular meeting, or special meeting called for that purpose, of the Board of Trustees. Such action shall require adoption by two-thirds (2/3) of the Trustees present and voting. Any amendment of these Articles of Incorporation shall be ratified by the by the affirmative vote of two-thirds of the membership voting at its annual meeting.

B. Amendments to these Articles of Incorporation shall require prior notice to all Trustees which notice shall contain the text of the proposed amendments to these Articles of Incorporation.

ARTICLE XI Property

This Corporation shall have the power to receive, either by gift or purchase, and to hold, such real, personal, or mixed property as is authorized by the laws of the State of Florida and as is deemed necessary for the business of the Corporation, and shall have the power to dispose of or encumber such property by mortgage, deed, or otherwise.

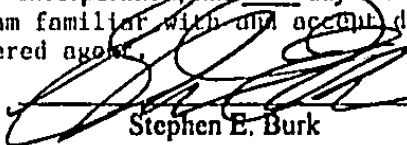
All debts of the Corporation shall be incurred in the name of the Corporation. The personal and private property of the Trustees, Officers or Members of this Corporation shall not be used in the payment of any of the corporate debt.

ARTICLE XII
Dissolution

No person, firm or corporation shall receive any dividends or profits from the business activities of this Corporation. In case of dissolution of the Corporation (from which we pray God by His mercy to preserve us) all assets remaining after payment of all debts of the Corporation as assets thereof are available for such payment, payment of the costs and expenses of such dissolution shall be distributed to organizations that are furthering the Gospel of the Lord Jesus Christ, in the evangelical tradition. Said organizations shall be qualified as exempt under Section 501(c)(3) of the Internal Revenue Code, and none of the said assets shall be distributed to any member, officer, or Trustee of this Corporation. Said distribution shall be conducted by two persons elected by the then existing Board of Trustees.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this _____ day of March, 1996.

I hereby am familiar with and accept duties
as registered agent.


Stephen E. Burk


James P. Lipscomb


Greg Douglas


Bill White


Linda White

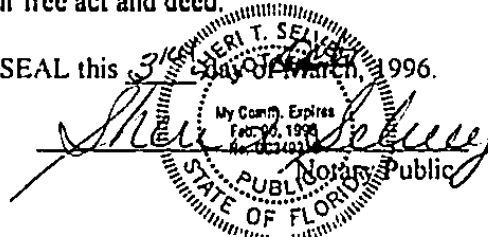
STATE OF FLORIDA
COUNTY OF OKEECHOBEE

ACKNOWLEDGMENT

BEFORE ME, an officer duly authorized by law to administer oaths, personally appeared Stephen E. Burk, James P. Lipscomb, Greg Douglas, Bill White, and Linda White, who, being personally well known to me, and being first duly sworn, duly acknowledged that they executed the foregoing Articles of Incorporation, that they understand its contents, its purposes, and its effects, and that their execution of that document was their free act and deed.

WITNESS MY HAND AND OFFICIAL SEAL this 31st day of March, 1996.

[SEAL]


Sheri T. Selinger
Notary Public
STATE OF FLORIDA