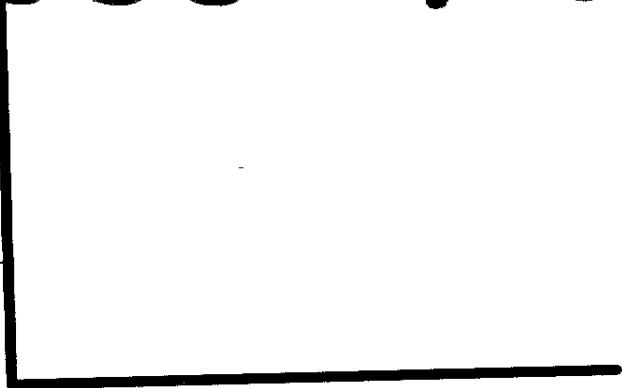
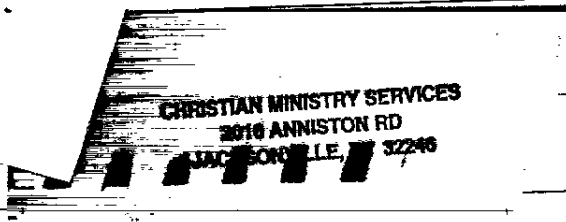


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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1. _____ (Corporation Name) _____ (Document #)
- 2. _____ (Corporation Name) _____ (Document #) 300003221543-3
-04/24/00-01155-017
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- 3. _____ (Corporation Name) _____ (Document #)
- 4. _____ (Corporation Name) _____ (Document #)

- Walk in Pick up time _____
- Mail out Will wait
- Certified Copy
- Photocopy Certificate of Status

NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

OTHER FILINGS

- Annual Report
- Fictitious Name

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

00 MAY 23 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Gave ok to correct.

Amend
Spayne
5/23/00

Examiner's Initials

FILED

00 MAY 23 PM 1: 14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

OF

CENTRO DE ADORACION ADONAI, INC.

Pursuant to Sections 617.1002 and 617.1006 of the Florida Not for Profit Corporation Act, the Articles of Incorporation of CENTRO DE ADORACION ADONAI, INC. (the "Corporation"), are hereby amended according to these Articles of Amendment:

ARTICLE ONE

Name

The name of the corporation is:
CENTRO DE ADORACION ADONAI, INC.

ARTICLE TWO

Initial Principal Office

The street address of the principal office of the Corporation is

11126 Windhaven Dr. S., Jacksonville, FL 32225

and the mailing address of the Corporation is

P.O. Box 8453, Jacksonville, FL 32239

ARTICLE THREE

Duration

The period of the Corporation's duration is perpetual, commencing on the date of filing of the original Articles of Incorporation (April 14, 1997.)

ARTICLE FOUR

Purposes

Section 4.01. The Corporation is organized as a not-for-profit corporation, exclusively for charitable, scientific, and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. These activities shall include but not be limited to: propagating the Word of God in order to reach the unchurched through preaching and teaching; providing follow-up visitation, counseling and the teaching of Christian values; providing benevolent aid to people in need & assisting the poor; providing orientation to the family and the education of children; providing a meeting place for members for the purpose of fellowship, communion, worship, prayer and the teaching of biblical principles and values.

Section 4.02. Notwithstanding any other provision of these articles of incorporation:

a. No part of the net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no director, officer or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

b. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under 170(c)(2) of the Internal Revenue Code and regulations as they now exist or as they may hereafter be amended.

c. Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

d. The Corporation is organized pursuant to the Florida Not for Profit Corporation Act and does not contemplate pecuniary gain or profit and is organized for nonprofit purposes.

ARTICLE FIVE Membership

The Corporation shall have no voting members.

ARTICLE SIX Registered Office and Agent

The street address of the registered office of the Corporation is:

11126 Windhaven Dr. S., Jacksonville, FL 32225

and the name of its registered agent is:

Rev. Hector Fernandez.

ARTICLE SEVEN
Directors

The number of Directors constituting the Board of Directors of the corporation is three (3), the method of appointment of Directors shall be as provided in the bylaws. The names and addresses of those people who are to serve as the Directors are:

Name	Address
Rev. Hector Fernandez	11126 Windhaven Dr. S., Jacksonville, FL 32225
Rev. Delbis Fernandez	11126 Windhaven Dr. S., Jacksonville, FL 32225
Hector Ortiz	11118 Coldfield Dr., Jacksonville, FL 32246
Rita E. Rosario	6219 Pinelock Dr., Jacksonville, FL 32211

ARTICLE EIGHT
Indemnification of Directors and Officers

Each Director and each officer or former Director or officer of the Corporation may be indemnified and may be advanced reasonable expenses by the Corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled under any bylaw, agreement, corporate resolution, vote of Directors or otherwise. The Corporation shall have the power to purchase or maintain at its cost and expense insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

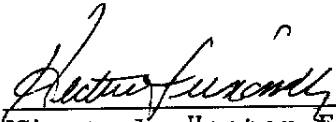
ARTICLE NINE
Limitation on Scope of Liability

No Director shall be liable to the Corporation for monetary damages for an act or omission in the Director's capacity as a Director of the corporation, except and only for the following:

- a. A breach of the Director's duty of loyalty to the Corporation;
- b. An act or omission not in good faith by the Director or an act or omission that involves intentional misconduct or knowing violation of the law by the Director;
- c. A transaction from which the Director gained any improper benefit whether or not such benefit resulted from an action taken within the scope of the Director's office; or
- d. An act or omission by the Director for which liability is expressly provided by statute.

The foregoing Articles of Amendment (a) were adopted and approved by the Board of Directors of the Corporation on March 21, 2000, and either (b) were adopted and approved by the affirmative vote of a majority of the members of the Corporation having voting rights, present at a meeting of the members on March 21, 2000, at which meeting a quorum of the voting members of the Corporation was present, and the number of votes cast in favor of the Articles of Amendment was sufficient for its approval.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this instrument this 21st day of March, 2000.


[Signature] Hector Fernandez
Trustee