

CHRISTIAN FAITH FELLOWSHIP CHURCH OF NORTH DADE, INC.
16191 N.W. 57 Avenue
Miami, Florida 33014

N 980000000052

December 10, 1998

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

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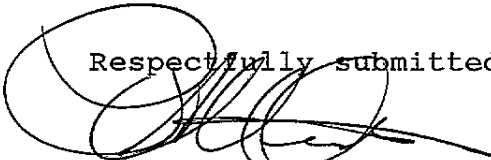
Dear Sir:

Please find enclosed our check in the Amount of \$70.00 to cover the filing and certification of the Articles of Incorporation for our Not For Profit Corporation, CHRISTIAN FAITH FELLOWSHIP CHURCH OF NORTH DADE, INC.

We wish to incorporate under the State of Florida statutes and guidelines governing such Corporations as set forth in the enclosed Articles of Incorporation.

Please feel free to contact us at 305-652-6922 if there is a problem.

Respectfully submitted,



P.A. Mead, Director

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PAM:tbh
CC: p. Southwell
encl.

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1-17-98

ARTICLES OF INCORPORATION
FOR

CHRISTIAN FAITH FELLOWSHIP CHURCH OF NORTH DADE, INC.

WE THE UNDERSIGNED, each a natural person, competent to contract, do hereby certify and give notice, that we are associated together for the purpose of forming a Not For Profit Florida Corporation, without capital stock and in accordance with the provisions of Chapter 617, Part 1, of the Florida Statutes, 1979, entitled, "Corporations Not For Profit" and as a corporation organized and operated as described in Section 501(c)(3) of the Internal Revenue Code, to wit a church, organized solely for religious, charitable and educational purposes. As such a corporation, we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by the aforesaid laws and do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation shall be as follows:

CHRISTIAN FAITH FELLOWSHIP CHURCH OF NORTH DADE, INC.

hereinafter also referred to and known as The Corporation or The Organization and the initial address of The Corporation shall be as follows:

16191 North West 57 Avenue
Miami, Florida 33014

and in and at such other places as the Directors and Officers of the Corporation may from time to time appoint or the purposes of The Corporation may require and deem appropriate and necessary for the proper conducting of the business of The Corporation.

ARTICLE II

PURPOSE

The purpose for which this Corporation is organized is exclusively for religious, charitable, literary and educational purposes within the meaning of Section 501(c)(3) of the IRC of 1954 or of any superseding or corresponding provisions of any future United States Internal Revenue laws and shall be to establish a church according to the dictates and principles set forth in Holy Scripture for the uniting in worship and prayer of a like-minded fellowship, encouraging unity in the body of Our Lord Jesus Christ and within the community and in various interdenominational ministries through a Christian fellowship of like-minded persons and to witness the love of the triune God through the Holy Spirit by imitating the life and precepts of

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the Lord Jesus Christ and to glorify God through organized dissemination and advancement of the tenents of the Gospel of Jesus Christ regardless of and across all boundaries of national, racial, ethnic, economical, sex, age and social dissimilarities or origin through all means and media, including but not limited to the regular conducting of religious worship services, the ordaining of ministers, baptism services, provision of religious or secular education and counseling and spiritual rehabilitation through any and all appropriate praise and worship religious services or educational facilities deemed proper and necessary including but not limited to the holding of seminars, church services, provision of religious instruction through all means permitted and allowable by statute through church, schools, bible colleges and any other affiliated or similar organizations and methods, to communicate and to witness the love of the triune God, through the leading of the Holy Spirit by instruction and imitation of the life and precepts of the Most Sovereign Lord Jesus Christ and to sponsor visible public demonstration of Christian unity throughout the community across all denominational, national, racial, ethnic, economical and social boundaries, to enlist clergy, church leaders, Christian business and professional people, civic, educational and lay leaders and every Christian individual alike to participate in the oneness we have in Christ through a membership independent of any established religious or political organization and to glorify God and our Lord Jesus Christ by public and private meetings of every sort, including but not limited to public communication through radio, television, video, newspaper, brochures, books, magazines, tapes or literature and every other form of communications deemed appropriate for the dissemination of the Gospel of Jesus Christ through the leading of the Holy Spirit and by direction of God's will as it is given to us and mutually convey vision and purpose in this unity in Christ to the community at large, creating a fellowship and association of like-minded persons who will share in worshiping, prayer, spirit and support of common goals through the establishment and support of domestic or foreign missions.

In no event however, shall any substantial part of the purpose or activities or operation of the Corporation be to influence legislation, support political parties or individuals or to intervene or participate in any political campaign for any public office.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activity not permitted to be carried out by an organization exempt from Federal Income taxes as provided under Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provisions or of any future laws or provisions governing such organizations.

ARTICLE III

TERM OF EXISTENCE

It is intended that this Corporation have perpetual existence.

ARTICLE IV

MEMBERSHIP

Any natural person shall be eligible for membership in this Corporation upon application to the organization and public declaration of the Applicant's agreement with the Articles of Faith as set forth in the Bylaws of this Corporation and based upon the precepts and tenents of the Gospel of Jesus Christ our Lord.

ARTICLE V

SUBSCRIBERS OF ARTICLES OF INCORPORATION

The Subscribers hereof and their respective addresses are as follows:

| | |
|--------------------|---|
| DAVID W. SOUTHWELL | 6330 Lake Champlain Terr., Miami Lks., Fla. |
| SUSAN W. SOUTHWELL | 6330 Lake Champlain Terr., Miami Lks., Fla. |
| PATRICIA A. MEAD | 20850 San Simeon Way, N. Miami Beach, Fla. |

ARTICLE VI

MANAGEMENT

The management of this Corporation shall be vested in the Directors and Officers of the Corporation who shall be elected at an annual meeting to be held in August of each year following the year of formation or as shall be set by the Directors and Officers of the Corporation according to the provisions of the Corporate Bylaws. All Directors and Officers of the Corporation must be re-elected and approved by a two-thirds majority vote of the Directors and ratified by the Membership in the manner provided for in the Corporate Bylaws.

Upon Cause, any Director or Officer may be removed from his Office by a two-thirds majority vote of each and all of the Membership, Officers and Directors as set forth in the Corporate Bylaws.

The Administration of the Corporation shall be fully vested in the titular head as set forth in the Corporate Bylaws.

All Officers may hold office for a term as set forth in the Corporate Bylaws until a duly qualified person is subsequently elected and appointed to the specific Office by a majority affirmative vote of the Corporation as set forth in these Articles and in the Bylaws of this Corporation and said electees shall be ratified by a majority affirmative vote of the Corporate Membership at an especially held meeting for that purpose as may be set forth in the Corporate Bylaws.

In no event shall any Director, Officer or Member of this Corporation act

in any manner which is contrary to those provisions governing organizations organized as Not For Profit Exempt as set forth in State Statute and the Internal Revenue Code, Section 501(c)(3) of 1954 or as amended nor shall the Corporation engage in any activity which shall cause it to lose its Not For Profit Exempt status under the provisions of the State of Florida FS617 or the provisions of any of the laws of Section 501(c)(3) of the IRC or any prior or future provisions .

The Corporation shall maintain discretion and control of the use of all funds and assets of the Corporation, records to establish that these funds were used for the not for profit exempt purposes of the organization, the circumstances surrounding the need for the provisions and distributions of funds and the names and addresses of all recipients and their relationship to the Corporation, if any. In no event shall the Executive Director of the Corporation hold the Office of Treasurer of the Corporation nor shall any part of the assets or of the income of the Corporation inure to the benefit of any Officer, Director, Subscriber, Member of the Corporation.

ARTICLE VII

OFFICERS AND DIRECTORS

This Corporation may have a Board of Directors, President, Executive Vice President, Vice President, Secretary and Treasurer and such other additional Directors and Officers as may be deemed necessary and proper and their Office may be created by the Board of Directors as authorized by the Bylaws of this Corporation.

There shall be no less than three(3) Directors of the Corporation as set forth by statutes governing Corporations organized as Not For Profit and Exempt and as may be set forth under the Corporation Bylaws.

The initial Directors and Officers of the Corporation and their respective Office and address are as follows:

Exc. Director/President:

DAVID W. SOUTHWELL
6330 Lk. Champlain Terr.
Miami Lks., FL 33014

Director/V.President-Treas.:

SUSAN W. SOUTHWELL
6330 Lk. Champlain Terr.
Miami Lks., FL 33014

Director/Secretary:

PATRICIA A. MEAD
20850 San Simeon Way
N.Miami Beach, FL 33179

The Directors and Officers shall serve until the first election as provided for under the Bylaws of the Corporation until a duly qualified person shall be elected to the office.

Directors, Officers and Members of the Corporation shall not engage in any act which is in violation of any Florida statute governing Not For Profit

Corporations or of any provisions under Section 501(c)(3) of the IRC of 1954 or as may be amended or of any Code section 4941, 4942, 4943, 4944, or 4945 of the IRC or any corresponding provisions of any prior or future Internal Revenue, Federal or State tax laws thereof and no part of the assets or income of the organization shall inure to the benefit of any individual Officer, Director or Member of the Corporation.

ARTICLE VIII

BYLAWS

The Bylaws of the Corporation shall be made, altered or rescinded by the affirmative vote of two-thirds majority vote of the Corporation at any regular or special meeting held for that purpose provided that notice thereof, which shall include the text of the changes to the Bylaws, has been furnished to each voting Member of the Corporation prior to the meeting as provided for in the Corporate Bylaws and these Articles and as may be set forth in statute.

ARTICLE IX

AMENDMENTS

Amendments to the Articles shall be made in accord with statute and the Bylaws of the Corporation and shall be done as follows:

A petition in writing shall be made by and signed by any two or more of the Corporate Officers and presented to the Executive Director and President and upon a determination that the proposed amendment, if passed, will be in accordance with Florida Statute and the Articles and Bylaws of this Corporation, to wit: in accord with the purposes for which this Corporation is organized and in accord with all Internal Revenue statutes governing corporations organized as Not For Profit, Exempt Corporations as described under the provisions of Section 501(c)(3) of the IRC, said proposal shall then be drafted in appropriate language and submitted to the Board of Directors at any regular or especially called meeting for that purpose, and if approved, the text shall then be presented to the Members of the Corporation for approval and ratification at a meeting called for that purpose whereupon a majority of two-thirds affirmative vote shall carry the proposal.

In no event however, shall any Article or Bylaw be approved and accepted by this Corporation if it is found to not be in accord with the purposes and vision of this organization or contrary to any Florida or Internal Revenue provision governing Corporations Not for Profit and Exempt as defined by Statute and Section 501(c)(3) of the IRC.

ARTICLE X

CORPORATE POWERS

This Corporation shall have all of the powers comprehended within Section 617.021 of the Florida Statutes as may now exist and as said Statutes may be augmented or amended from time to time and governing Florida Not For Profit Corporations which are organized as Exempt under Section 501(c)(3) of the IRC and may exercise the powers granted to such corporations in any State, Territory, District or Possession of the United States or of any foreign country and do any all lawful things governing such organizations as herein mentioned, but not limited to those things set forth herein as fully and to the same extent as natural persons and entities might do viz a viz the following:

1. To create a church, conduct religious worship services, create missions and outreach ministries of music and Christian instruction, within the church and fellowship, both domestically and in any foreign place and to perform baptisms and marriages, ordain ministers, and advance the Word of God and the Gospel of Jesus Christ through all means and media under the leadership of the God and the Holy Spirit and in accord with all of the provisions set forth in Holy Scriptures consistent with all Statutes and laws governing corporations organized as Not For Profit and Exempt, these Articles and the Bylaws of the Corporation
2. To transact any lawful business, not inconsistent with the purposes of this Corporation and statutes governing corporations organized as Not For Profit, Exempt Organizations as defined by Florida law and the IRC Section 501(c)(3)
3. To have perpetual succession by the Corporate name
4. To sue or be sued, complain or defend in the Corporate name and indemnify any Agent, Incorporator, Director, Officer, Associate, employee or Member in any action or proceeding or any former Agent, Incorporator, Director, Officer, Associate, employee or Member to the full extent permitted by law and as set forth in the Florida General Corporation Act, these Articles and the Corporate Bylaws
5. To establish and maintain a Christian Library or Reading Room, open to the community and general public at no charge
6. To establish and maintain a Christian Educational facility, open to the community and general public
7. To establish and maintain a Christian Shelter where the lost and abused in body, mind or spirit may find comfort
8. To have a Corporate Seal which may be altered at pleasure, but in accord with Florida Statutes governing any corporate seal and/or alterations thereof, to use same by causing it of facsimile thereof to be impressed, affixed or in reproduced in accordance with statutes governing same
9. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use or otherwise deal in and with any real, personal or intangible property or any interests therein, wherever situated, rent transfer, maintain or manage, contract for, assign, establish agencies for, create interests in or dispose of in any manner deemed in the best interests of the Corporation of any real, tangible, personal, intellectual or intangible property as forth herein and deemed to be in accord

- with the best interests of and in accord with the purposes of the Corporation and any laws, statutes, or provisions governing same and corporations organized as Not For Profit and Exempt as defined by IRC 501(c)(3) or as may be amended
10. To be licensed to practice, appear and be represented as any entity relative to any governmental acts, petitions or appearances and to hold such licenses, file or petition or appear in any court or agency as may be necessary and proper to the promulgation, purposes and deemed to be in the best interests of the Corporation in accord with any laws, or statutes governing organizations organized as Exempt Not Profit Corporations as set forth under the provisions of Section 501(c)(3) of the IRC of 1954 or as amended by any past or future provisions
 11. To assist or lend money to any Officer or Director of the Corporation provided that such actions are in accord with law and statutes of the State of Florida and deemed to be in accordance with any provisions governing such acts by a corporation organized as a Not For Profit and Exempt as defined under Section 501(c)(3) of the IRC, the purposes for which this Corporation was organized and these Articles of Incorporation and when such action shall be deemed not to be an inurement of funds of the Corporation and to create such instruments or perform such acts as may be required by the Bylaws of this Corporation, any Florida Statute or law or provision of any Internal Revenue Code as may be set forth under Section 501(c)(3) or any corresponding provisions thereof to prevent any inurement of Corporate assets to the benefit of any Officer, Director or Member of the Corporation
 12. To purchase, take, receive, subscribe for or otherwise acquire, own hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise use, dispose of or deal in or with any shares or other interests in and or with interests in or obligations of other domestic or foreign corporations or any direct or indirect obligations or interests of the United States Government or of any instrumentality thereof when deemed to be in the best interests of the Corporation and when not in conflict with and when in accordance with any State of Florida law or statute or any provision governing Corporations organized as Not For Profit Exempt as defined under any Internal Revenue laws governing such actions
 13. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may from time to time determine appropriate or necessary when in accord with the purposes and interests of the Corporation, these Articles, the Corporate Bylaws and any provisions of Section 501(c)(3) of the IRC and Florida statutes governing such actions by an organization organized as Exempt Not For Profit
 14. To lend money for the Corporate purposes, invest and reinvest any Corporate funds, receive, take or hold any tangible, intangible, personal or real property as security or payment of any funds so loaned or invested for the Corporate purposes in accord with and not inconsistent with any provisions governing Not For Profit Exempt Corporations organized under Florida law and defined under Section 501(c)(3) of the Internal Revenue Code of 1954 or any corresponding provisions thereof or as may be amended
 15. To conduct business, carry on operations, have offices and otherwise

exercise all powers and obligations set forth and governing corporations Not For Profit and organized as Exempt under the guidelines, provisions and statutes of the State of Florida and the Internal Revenue Service governing such organizations and the Articles and Bylaws of this Corporation setting forth the vision and purposes for which this Corporation was organized as a church, and ministry for religious, charitable and educational purposes and deemed in the best interests of the Corporation.

16. To elect and appoint Officers, Directors or Agents of the Corporation, define their duties and responsibilities and set any compensations
17. To create, make, amend or alter the Corporate Articles and Bylaws of the Corporation, not inconsistent with any statute or law governing Not For Profit Exempt Corporations of the State of Florida or any provision of any Internal Revenue Code governing such Corporations as may be set forth under Section 501(c)(3) of the IRC for the legal conducting of the business affairs, administration and purposes of the Corporation.
18. To receive, make and give donations for the public welfare
19. To receive donations and gifts of any and all kinds, real or personal tangible or intangible property for the Corporate purposes as set forth in these Articles and the Corporate Bylaws as a church and religious, charitable and educational organization consistent with Holy Scriptures which instruct us to be "Good Stewards" of any such gifts or donations which shall be held in the Corporate name and used exclusively for the purposes of this Corporation as set forth in these Articles and in accord with the provisions and guidelines of Section 501(c)(3) of the Internal Revenue Code of 1954 or as may be amended
20. To create, make and establish pension plans as described in and under Section 403(B) of the IRC
21. To indemnify every person who, by reason of the fact that they may be associated with the Corporation as Director, Officer, Incorporator, Agent, Member, Associate, Employee or Subscriber of the Corporation previously, now or heretofore against all costs, expenses, counsel fees or charges which may be reasonably incurred by or imposed upon him in connection with or resulting from, any action, suit or any proceedings of whatever nature to which he is or may or shall be a party by reason his association with the Corporation to the fullest extent as may be permitted by Florida Statute whether or not he is a Director, Officer, Member, Agent or Employee of the Corporation at the time he may be made a party to such action, suit or proceeding or at the time such costs are incurred by or imposed upon him except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been willfully negligent in the performance of his duties; the rights of indemnification herein shall not be exclusive of any other rights to which any such person may be hereafter entitled as a matter of law
22. To share mutually with other ministries in support of common purposes and goals who seek to heal and comfort those who are sick in mind, body or spirit and spread the Word of God through the teachings of the Gospel of The Good News of Jesus Christ through the leading of the Holy Spirit and to work with those other ministries in the furtherance of the purposes for which this Corporation was organized in accord with Holy Scripture, any State of Florida statute or provision of any Internal Revenue Service laws governing

Corporations organized as Not For Profit and Exempt for religious charitable or educational purposes as defined under Section 501(c)(3) of the IRC of 1954 or as amended

ARTICLE XI

GENERAL

- A. The Corporation shall not engage in any activities which shall cause it to lose its Not For Profit Exempt status under the provisions of the laws of the State of Florida, or the provisions of any of the regulations set forth by Section 501(c)(3) of the Internal Revenue Code of 1954 or of any prior or future corresponding provisions thereof.
- B. The Corporation shall maintain discretion and control of the use of all income, funds, titles and assets of the Corporation and or property of any kind, real, personal, tangible or intangible, which may be provided the Corporation by any individual, entity or organization and will maintain records to establish that these funds, assets, titles, property of any kind, real, personal, tangible or intangible, were used exclusively for the purposes for which the Corporation was organized as an Exempt Not For Profit Corporation under the meaning of Section 501(c)(3) of the IRC of 1954 or of any prior or future corresponding provisions thereof and of any provisions set forth in the State of Florida regulations governing such Corporations, and provide records showing the circumstances which surrounded the need for the provisions of any assistance, aid, funds or of any assets of the Corporation, the name and address if any, of the recipient and setting forth any relationship or non-relationship if applicable, to the Corporation, any Member, Director, Officer, Agent, Employee, Incorporator, Subscriber or Associate.
- C. All income and assets of the Corporation shall be, above necessary, customary and usual expenses, administered solely and exclusively for for the purposes for which the Corporation was organized as set forth in these Articles and the Corporate Bylaws for religious, charitable and educational purposes and as required by the State of Florida laws and regulations governing Not For Profit Corporations and the provisions of Section 501(c)(3) of the IRC of 1954 or any prior or future corresponding provisions or amendments thereof.
- D. The Corporation is a Florida Not For Profit organization, organized as a religious, charitable and educational Exempt organization and shall have no capital stock, pay no dividends to any Subscriber, Incorporator, Director, Officer or Member nor shall any part of the income or assets of the Corporation be distributed to any Member, Director, Officer, Incorporator, Subscriber, Agent or Employee during the life of the Corporation other than the Corporation may reimburse its' Directors, Officers, Members, Agents, Employees Incorporators or Subscribers for any ordinary and necessary expenses incurred in the performance of their official duties as set forth in the Corporate Bylaws and by any statute and may pay usual and normal wages or compensation to any Employee, Agent or Assigns of the Corporation in accord with provisions set forth

- in the Corporate Bylaws and any laws, statutes or regulations governing same by the State of Florida and the Internal Revenue Service which govern same.
- E. The Corporation shall have no power to distribute any of the assets of any nature belonging to the Corporation and no Subscriber, Agent, Employee, Incorporator, Director, Officer or Member of the Corporation shall be entitled to share in the distribution of any of the Corporate assets either during or after Corporate life as set forth in these Articles and each shall be deemed to have expressly consented and agreed to same and specifically that upon any dissolution or winding up of the affairs of the Corporation, all Corporate assets shall be disposed of in accord with all provisions of the regulations set forth in the State of Florida statutes governing dissolutions of Not For Profit Corporations and with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1954 or as amended in any prior or future regulations.
 - F. If any provision of the Corporate Bylaws are deemed in conflict with any provision of any section of these Articles, the provisions in the Articles as set forth herein shall apply and.
 - G. If any provision of the Corporate Articles or Bylaws are deemed in conflict with any provision of any section or provision of any State of Florida regulation, rule, statute or law governing Corporations Not For Profit, the Florida law shall prevail.
 - H. If any provision of the Corporate Articles or Bylaws are deemed in conflict with any provision of any section or provision of any Internal Revenue Service section, provision, Code, regulation or laws governing Corporations organized as Exempt Not For Profit organizations as defined under Section 501(c)(3), then the section, rule, provision, regulation and or laws of the Internal Revenue Code shall apply.
 - I. The Corporation is not a foundation as defined by Section 509(a) of the Internal Revenue Service Code.

ARTICLE XII

DISSOLUTION

The Corporation intends to have perpetual life however, upon dissolution or the winding up of the affairs of the Corporation, the residual assets of the Corporation, after paying or making provision for the payment of all of the liabilities (if any) of the Corporation, in accordance with the provisions of Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code 1954 or any corresponding prior or future sections thereof, all Corporate assets shall be turned over or distributed to one or more organizations which themselves are Exempt Not For Profit organizations as described in and defined by Section 501(c)(3) and Section 170(c)(2) of the IRC or any future or previous provisions or amendments thereof of those laws of the Internal Revenue Service and in accord with all provisions of Federal, State and Internal Revenue Service laws governing such a winding up and dissolution of the affairs of an organization Exempt Not For Profit established exclusively as a religious, charitable and educational organization and in no case shall any of the assets of the Corporations inure to the benefit of any Member, Director, Officer, Agent, Incorporator, Subscriber, or Employee of the Corporation in accord with the provisions of these Articles, the Corporate Bylaws and statute.

IN WITNESS WHEREOF, we have hereunto set our hands and seal at Miami, Dade County, Florida on this _____ day of _____, 1997.

DAVID W. SOUTHWELL

SUSAN W. SOUTHWELL

PATRICIA A. MEAD

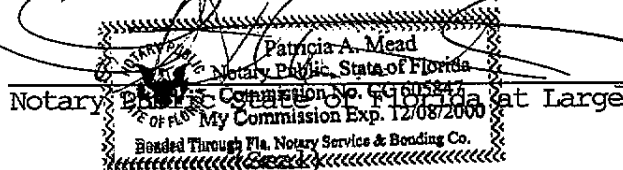
STATE OF FLORIDA>

>SS

COUNTY OF DADE >

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, appeared the individuals named above, known to me, and they did affirm that they executed the foregoing Articles of Incorporation for the uses and purposes as set forth therein and signed same in my presence.

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal at Miami, Dade County, Florida on this _____ day of December, 1997.



**CERTIFICATE OF DESIGNATION
FOR
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA NAMING THE REGISTERED AGENT
UPON WHOM DUE PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statute and pursuant to provisions of Section 607.325, Florida Statutes, the undersigned Corporation, organized and desiring to qualify under the laws of the State of Florida, submits the following Certificate of Designation of Registered Agent and Registered Address for the Corporation:

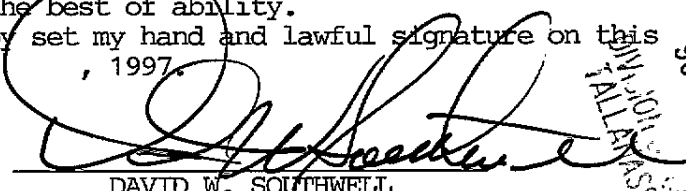
FIRST, CHRISTIAN FAITH FELLOWSHIP CHURCH OF NORTH DADE, INC. with its' principle place of business at 16191 N.W. 57 Avenue, Miami, Florida has named DAVID W. SOUTHWELL as the Registered Agent to accept service of process within Florida.

IN WITNESS WHEREOF, we hereby set our hand and official seal on this 7 day of December, 1997.


DAVID W. SOUTHWELL
16191 N.W. 57 Avenue, Miami, FL

SECOND, having been named to accept the Office of Registered Agent for Service of Process within the State of Florida for the above named Corporation, and at the place designated in this Certificate, I, DAVID W. SOUTHWELL, hereby accept and agree to act in this office and in this capacity, I further agree to comply with all of the duties and obligations relative to all provisions of all statutes and laws relative to the proper and complete performance of my duties to the best of ability.

IN WITNESS WHEREOF, I hereby set my hand and lawful signature on this day of , 1997.


DAVID W. SOUTHWELL
16191 N.W. 57 Avenue, Miami, FL

STATE OF FLORIDA>

>SS

COUNTY OF DADE >

BEFORE ME, the undersigned authority, authorized to take acknowledgments appeared the persons named above, known to me and they did state that the instrument was executed for the purposes as set forth therein and signed of free will in my presence.

IN WITNESS WHEREOF, I set my hand and official seal on this 7 day of December, 1997 at the place first given heretofore.

(Seal)



FILED
98 JAN -5 AM 8:46
TALLAHASSEE, FLORIDA
CORPORATIONS