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ACCOUNT NO. : 072100000032
REFERENCE : 677506 116028A

AUTHORIZATION :

Patricia Pizit

COST LIMIT : \$ 70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 22 PM 2:22

ORDER DATE : January 21, 1998

ORDER TIME : 1:15 PM

ORDER NO. : 677506-010

CUSTOMER NO.: 116028A

700002409237--4

CUSTOMER: Ms. Cindy Desmond
JAMES S. GARBETT, P.A.

4209 E. Busch Boulevard

Tampa, FL 33617

DOMESTIC FILING

NAME: WOMEN OF ZION INTERNATIONAL,
INC.

~~FILE SECOND~~

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

RECEIVED
98 JAN 22 PM 2:03
DIVISION OF CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

2589.
W98-1090

gitalo/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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DIVISION OF CORPORATIONS
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January 23, 1998

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: WOMEN OF ZION INTERNATIONAL, INC.
Ref. Number: W98000001690

RESUBMIT
Please give original
submission date as file date.

We have received your document for WOMEN OF ZION INTERNATIONAL, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of 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 (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 998A00004023

RECEIVED
98 JAN 26 PM 12:18
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

WOMEN OF ZION INTERNATIONAL, INC.

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DIVISION OF CORPORATIONS
98 JAN 22 PM 2:22

The undersigned hereby associate herself for the purpose of becoming incorporated under Chapter 617, Florida Statutes, applicable to corporations not to profit, and respectfully petition the Secretary of State for approval of such incorporation under the following proposed Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be the Women of Zion International, Inc.. It shall conduct its operations and its places of business principally within the United States, and incidentally outside of the United States as may be determined by the by-laws, except as herein restricted. Specifically, the principal office of this Corporation shall be located at 3501 Rivergrove Drive, Tampa, Florida 33610.

ARTICLE II

The purposes and powers for which this Corporation is formed are as follows:

1. Said Corporation is organized exclusively for charitable, Religious, Educational, and Scientific purposes, including such purposes, the make of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any further United States Revenue Law). This Corporation is organized to carry on activities exclusively for purposes beneficial to the public and family members including:

- a. advancement of education;
- b. erection, restoration, or maintenance of public buildings, or homes;
- c. lessening the burdens of government
- d. any other activity pursuant to the above purposes, including, but not limited to, community development, local economic development, and housing activities, which have been determined or filed by the Internal Revenue Service to be permissible activities of an exempt organization under 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue Law.)

2. Subject to limitations set forth in this Charter and By-laws of this corporation, this Corporation shall have any and all powers to do any and all things necessary or expedient

pursuant to its purposes and to possess all rights, privileges, and immunities granted corporation under the laws of the State of Florida, subject to this limitation, namely, notwithstanding what may be expressed or implied from this charter this Corporation shall neither have nor exercise power nor shall it directly or indirectly engage in any activity that would 1) prevent it from obtaining Tax-exemption described in paragraph I herein or 2) cause it to lose Tax-Exemption as an organization described in part I hereof.

3. No part of the net earnings of this Corporation shall insure to the benefit of, or be distributable to its members, trustees, 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 I hereof. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, not intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, this 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

4. This Corporation may affiliate with other organization and delegate its powers pursuant to its purposes subject to limitation of purposes and powers set forth hereof.

ARTICLE III

There shall be no Amendments to this charter or to the by-laws that would abridge the Rights of Creditor and would (1) prevent this Corporation from obtaining Tax-Exemption as an organization described in Article II of this charter, or (2) cause this Corporation to lose tax-exemption as an organization described in Article II of this charter.

Amendments to this charter and By-laws may be proposed by any Trustee at any meeting of the Board of Trustees and be adopted by two-thirds vote of those present and voting.

ARTICLE IV

Upon the dissolution of this Corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the Corporation dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code 3 of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of the court of proper 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 V

This Corporation shall have perpetual existence.

ARTICLE VI

Any person who pledges support to this Corporation by signing a membership scroll is admitted to this Corporation as provided in the By-Laws.

ARTICLE VII

The governing body of this Corporation to exercise the powers of this corporation is the Board of Trustees. The Steering Committee is an Executive Committee of the Board of Trustees that exercise the powers of this Corporation when the board of Trustees is not in meeting and is subject to the Board of Trustees. The Board of Trustees shall consist of two or more active members of this Corporation, the Steering Committee shall consist of two or more trustees; and the Executive Officers shall consist of two or more trustees; as shall be provided for in the By-Laws but at no time shall their number be less than three persons. Other regulations regarding the Board of Trustees, Steering Committee, and Executive Officers and other bodies of the Corporation shall be provided for in the By-Laws.

The names and addresses of the members of the Board of Trustees until the organizational meeting of this Corporation or as otherwise provided are as follows:

Ms. Pauline Cole
3501 Rivergrove Drive
Tampa, Florida 33610

Ms. Carole w. Novak
3801 Northgreen Avenue, #3808
Tampa, Florida 33624

Ms. Cynthia J. Flowers
2527 West Cherry Street
Tampa, Florida 33607

The names of the Executive Officers of this Corporation until the organizational meeting of the Corporation or otherwise provided are as follows:

PRESIDENT
VICE PRESIDENT
SECRETARY
TREASURER

Ms. Pauline Cole
Ms. Carole W. Novak
Ms. Cynthia J. Flowers
Ms. Kathrynne Browne

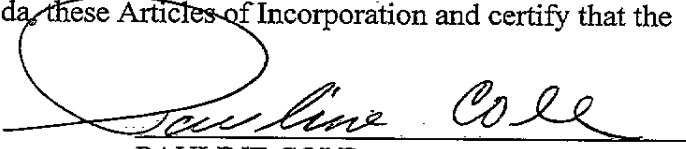
ARTICLE VIII

The resident agent and the resident office for the corporation shall be James S. Garbett, Esquire, whose address is 4209 East Busch Boulevard, Tampa, Florida 33617.

ARTICLE IX

At the present time there is no other organization affiliated with Women of Zion International, Inc.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator has hereunto set out hand and seal this 16 day of January, 1998 for the purpose of forming this not for profit Corporation under the laws of the State of Florida and I do hereby make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation and certify that the facts herein stated are true.

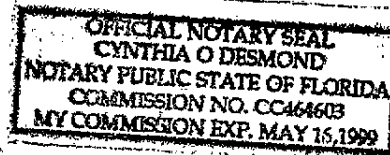

PAULINE COLE

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME personally appeared PAULINE COLE who is known to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed the same for the purposes herein expressed.

WITNESS MY hand and seal this 16 day of January, 1998.


NOTARY PUBLIC
My Commission Expires:

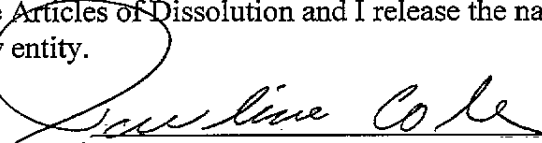


AFFIDAVIT

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH


BEFORE ME personally appeared PAULINE COLE, the Incorporator for Women of Zion International, Inc. and makes the following Affidavit:

1. I am over the age of eighteen (18) years and suffer from no legal disabilities.
2. This affidavit is based upon my personal knowledge of the facts and issues as set forth herein.
3. The Articles of Incorporation for Women of Zion International, Inc. filed on or about September 12, 1997 for a profit corporation were filed in error.
4. I have no intention of revoking the Articles of Dissolution and I release the name of Women of Zion International, Inc. to the new entity.

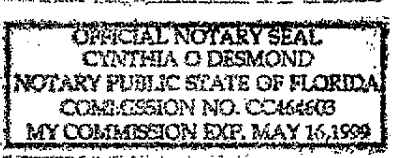


PAULINE COLE

SWORN TO AND SUBSCRIBED this 16 day of January, 1998 before me by PAULINE COLE who is personally known to me or who produced _____ as identification and who stated that the foregoing was true and correct to the best of her knowledge.



NOTARY PUBLIC
My Commission Expires:

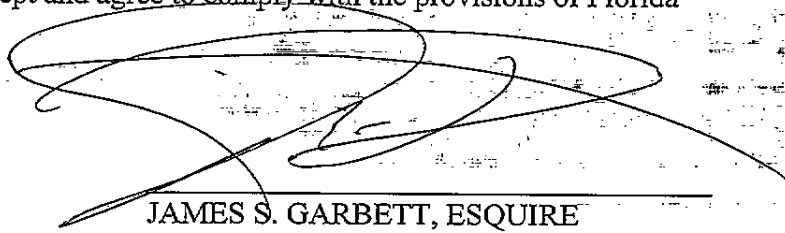


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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND AGENT FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA**

Pursuant to Florida Statutes Chapter 48.091, Women of Zion International, Inc., with its registered office located at 4209 East Busch Boulevard, Tampa, Florida 33617, has designated James S. Garbett, Esquire as its registered agent to accept service of process within the state.

I, James S. Garbett, Esquire, having been named to accept the service of process for the above named corporation, do hereby accept and agree to comply with the provisions of Florida Statute Chapter 48.091.



JAMES S. GARBETT, ESQUIRE
Registered Agent