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N980000000855

October 27, 2000

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

800003445248--4
-10/30/00--01157--028
*****70.00 *****70.00

Re: Merger: N45166 and N980000000855
Merging Corporation: The Second Baptist M.B. Church of
Goulds, Inc.
Surviving Corporation: Faith Seed Ministries Church of
the Harvest, Inc.
Our File Nos. 134.002

Gentlemen:

Enclosed is our trust account check #1482 in the amount of
\$70.00, along with the original Articles of Merger and copy of
the Plan of Merger of the referenced corporations.

Please send proof of filing and the certificate to the
undersigned at the above address.

Sincerely,

M. Pivar

MICHELLE A. PIVAR

MAP/ag

Enclosures

*Michelle authorized
to add names and
title to signature.*

*Merger
LPS*

11-15-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 OCT 30 AM 11:20

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

THE SECOND BAPTIST M. B. CHURCH OF GOULDS, INC., a Florida
corporation (N45166)

INTO

FAITH SEED MINISTRIES CHURCH OF THE HARVEST, INC., a Florida entity,
N98000000855.

File date: October 30, 2000

Corporate Specialist: Louise Flemming-Jackson

00 OCT 30 AM 11:20

ARTICLES OF MERGER

ARTICLES OF MERGER between The Second Baptist M.B. Church of Goulds, Inc., (the "Disappearing Corp.") and Faith Seed Ministries Church of the Harvest, Inc. (the "Surviving Corp.") adopt the following Articles of Merger.

Pursuant to Chapter 617, Florida Statutes, the foregoing Disappearing Corp. and Surviving Corp. adopt the following Articles of Merger:

1. The Agreement and Plan of Merger dated July 31, 2000 ("Plan of Merger"), between Disappearing Corp. and the Surviving Corp. was approved and adopted by the members and governing board of each corporation, both being corporations not for profit.
2. Pursuant to the Plan of Merger, all remaining assets of the Disappearing Corp. will be transferred by means of a merger of the Disappearing Corp. into the Surviving Corp.
3. The Plan of Merger is attached hereto as Exhibit A and incorporated by reference as if fully set forth.
4. Pursuant to Chapter 617, Florida Statutes, the date and time of the effectiveness of the Merger shall be upon the filing of these Articles of Merger with the Secretary of State of Florida.

IN WITNESS WHEREOF, the parties have set their hands this
18 day of Oct, 2000.

The Second Baptist M.B. Church of
Goulds, Inc., a Florida corporation

By: Doris A. Gadson
Doris A. Gadson, Chairman

Faith Seed Ministries Church of the
Harvest, Inc., a Florida
corporation

By: Adam Evans, Jr.
Adam Evans, Jr.

PLAN OF MERGER

Merger between Faith Seed Ministries Church of the Harvest, Inc., (the "Surviving Corp.") and The Second Baptist M.B. Church of Goulds, Inc., (the "Disappearing Corp."), (collectively the "Constituent Corporations"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with Chapter 617, Florida Statutes, both corporations being not for profit.

1. Articles of Incorporation. The Articles of Incorporation of Surviving Corp. in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. Effect of Merger. On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Chapter 617, Florida Statutes.

3. Prior Transfer of Property and Purpose of Merger. The Disappearing Corp. has been inoperative for the past several years. All of its property already had been disposed of, primarily through transfer to the Surviving Corp. The purpose of this merger of record is to clear and quiet title to any property previously transferred between the parties and to assure that all conveyances, agreements, documents, instruments, and all other acts are ratified and reaffirmed by the merger, so that Surviving Corp. has clear and convincing title to said property, particularly, but not limited to, the real estate described as Lot 19 and Lot 20, less the S 10 feet, La Gree Subdivision, according to the map or plat thereof as recorded in Plat Book 38, Page 37, Public Records of Miami-Dade County, Florida.

4. Supplemental Action. If at any time after the Effective Date Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp., or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Department of State and Effective Date. Upon the Closing, which will be immediately upon adoption of this Plan, Disappearing Corp. and Surviving Corp.


shall cause their respective President (or Vice President) to execute Articles of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Department of State. Articles of Merger shall specify the "Effective Date," which shall be immediately upon the filing thereof.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the members of which are, entitled to the benefit thereof by action taken by the governing board of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Corporations by an agreement in writing executed in the same manner (but not necessarily by the same person), or at any time thereafter as long as such change is in accordance with applicable law.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the governing boards of both Constituent Corporations, notwithstanding favorable action by the board of the respective Constituent Corporations.

Dated July 31, 2000.

Faith Seed Ministries Church
of the Harvest, Inc.

By: 

The Second Baptist M.B. Church
of Goulds, Inc.

By: 