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STORACE, LUPINO & GREGG

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

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MIAMI, FLORIDA 33143

(305) 661-4221

FAX NO. 665-2334

MICHAEL R. STORACE, P.A.

JAMES S. LUPINO, P.A.

MARK H. GREGG, P.A.

February 17, 1998

Sharon Tala
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Federal Express # 800922221185
0200

Ms. Sharon Tala:

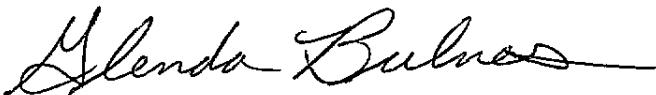
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*****70.00 *****70.00

Enclosed please find all the required documentation you told me I needed over the phone for a corporation. The following items are:

1. Original and copy of Articles of Incorporation
2. Original and copy of Registered Agent
3. Check for \$70.00

Please call at (305) 661-4221 to advise us when the Articles are filed. If you have any other questions regarding this matter please call me.

Sincerely,



Glenda Bulnes, Legal Assistant
MRS7426gb

CC: Glenn Dunn

FILED
98 FEB 18 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JK 2-18-98

**Articles of Incorporation of
HOMESTEAD FEST of SOUTH FLORIDA, INC.**
a Florida Not For Profit Corporation

FILED
98 FEB 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned persons, acting together as the incorporators of a corporation not-for-profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation for such corporation:

Article I

NAME

The name of the corporation is HOMESTEAD FEST of SOUTH FLORIDA, INC.

Article II

EXISTENCE

Commencing as of the filing of these Articles, the corporation shall have perpetual existence. The place of business of the Corporation shall be at 155 N.W. 15th Street, City of Homestead, State of Florida, or such other place or places as the directors may establish from time to time

Article III

PURPOSE

The corporation is a not for profit corporation. The purpose for which the corporation is organized is to function as a public organization in order to assist, foster, promote, advance and engender co-operation, among Christian Churches and organizations, regardless of denomination, for the public benefit.

The general purposes for which this corporation is formed are to operate

exclusively for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Within One Hundred and Twenty (120) days of the effective date of these Articles, the Corporation shall file with the Internal Revenue Service an Application for Determination of Exempt Status to establish its nature as a Section 501(c)(3) organization.

Article IV

MEMBERSHIP

This is a membership corporation. The corporation is organized upon a nonstock basis as defined in Section 617.011 of the Florida Statutes. The corporation shall have a membership distinct and apart from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as regulated in the bylaws of the corporation.

Article V

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 155

N.W. 15th Street and City, Homestead, Florida. The name of its initial registered agent at such address is Glenn Dunn.

Article VI

MANAGEMENT

With respect to the 'operation of this corporation, power shall be exercised. its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three; provided, however, that the number may be changed from time to time by a bylaw duly adopted pursuant to the bylaws of this corporation, but shall not be less than three.

Until the first meeting of the directors, the directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on February 26, 1998, at 1 p.m. at the office of the Registered Agent, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three years until the third annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held at 1 p.m. on the 20th day of February of each year at the principal office of the corporation, or at such other place or places as the hoard of directors may designate from time to time by resolution.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by

unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and by-laws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

Glenn Dunn
155 N.E. 15th Street
Homestead, Florida 33030

Ken Soltys
155 N.E. 15th Street
Homestead, Florida 33030

Kevin McNulty
155 N.E. 15th Street
Homestead, Florida 33030

Article VII

INCORPORATORS

The name and address of each incorporator are:

Glenn Dunn
155 N.E. 15th Street
Homestead, Florida 33030

Article VIII

OFFICERS

Pursuant to the procedures set forth in the by-laws, the board of directors shall elect such officers as are required. Initially, such officers shall be elected at the first annual meeting of the board of directors. Until such election is held, the following persons shall serve as corporate officers:

Glenn Dunn
155 N.W. 15th Street
Homestead, Florida 33030

Article IX

CERTAIN CORPORATE ACTIONS

The bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth therefor in the bylaws, subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation.

Article X

CONSECRATION

The property of this corporation is irrevocably dedicated and consecrated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

Article XI

DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XII.

AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of a majority of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida have executed these articles of incorporation on February 17, 1998.

Glenn Dunn
GLENN DUNN

STATE OF FLORIDA)

COUNTY OF Dade)

The foregoing instrument was acknowledged before me this Feb 17, 1998 by GLENN DUNN who is personally known to me or who has produced _____ as identification and who did not take an oath.

Michael R. Storace
NOTARY PUBLIC

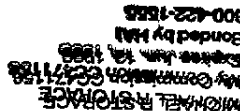
Michael R. Storace
Print Name.

7156mjr

My Commission Expires: _____



MICHAEL R. STORACE
My Commission CC471155
Expires Jun. 12, 1999
Bonded by HAI
800-422-1555



FILED
98 FEB 18 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THE STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091 and Chapter 607.034, Florida Statutes, the following is submitted in compliance with said Act:

That HOMESTEAD FEST OF SOUTH FLORIDA, INC., desiring to organize under the laws of the State of Florida as a Non-Profit Corporation, with its registered office as indicated in the Articles of Incorporation at the City at Homestead, Florida, hereby appoints Glenn Dunn, 155 N.E. 15th Street Homestead, Florida 33030 as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By: Glenn Dunn
Glenn Dunn,
Registered Agent

Dated: February 17, 1998

7427gb