



THE UNITED STATES
CORPORATION
COMPANY

N98000003680

ACCOUNT NO. : 072100000032

REFERENCE : 084816 9808A

AUTHORIZATION

COST LIMIT

: \$ 78.75

Patricia Pignatelli

ORDER DATE : December 31, 1998

ORDER TIME : 9:47 AM

900002727779--8

ORDER NO. : 084816-005

CUSTOMER NO: 9808A

CUSTOMER: Mr. Eliot J. Safer
Eliot J. Safer, Esq
4925 Beach Boulevard

Jacksonville, FL 32207

ARTICLES OF MERGER

JEFF MNARTIN MINISTRIES, INC.

INTO

THE GLORY HOUSE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS:

See y/f

REMOVED TO PRIVATE
02/11/99 12:35:35
02/05/99 11:11:20

FILED
98 DEC 31 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

JEFF MARTIN MINISTRIES, INC., a Florida corporation, N95000002757

INTO

THE GLORY HOUSE, INC., a Florida corporation, N98000003680

File date: December 31, 1998

Corporate Specialist: Teresa Brown

Account number: 072100000032

Account charged: 78.75

FILED
98 DEC 31 PM 1:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 607.1105, Florida Statutes, Jeff Martin Ministries, Inc., a Florida not for profit corporation, and The Glory House, Inc., a Florida not for profit corporation, adopt the following Articles of Merger.

ARTICLE I

Jeff Martin Ministries, Inc., a Florida corporation, shall be merged with and into The Glory House, Inc., a Florida corporation, which shall be the surviving corporation.

ARTICLE II

That certain Plan and Agreement of Merger (the "Agreement"), dated the 23rd day of December, 1998, by and between Jeff Martin Ministries, Inc., a Florida corporation, and The Glory House, Inc., a Florida corporation, attached to and made a part of this instrument, was unanimously approved by the Board of Trustees and the members of Jeff Martin Ministries, Inc., a Florida corporation, and by the Board of Directors and the members of The Glory House, Inc., a Florida corporation, by resolutions adopted on the 23rd day of December, 1998.

ARTICLE III

The merger shall become effective as of the day on which these Articles of Merger are filed by the Secretary of State of Florida.

IN WITNESS WHEREOF, these Articles of Merger have caused the same to be duly executed by their respective authorized officers.

JEFF MARTIN MINISTRIES, INC.

By Jeff Martin
Its President
Attest: Paula B. Davis
Its Secretary

THE GLORY HOUSE, INC.

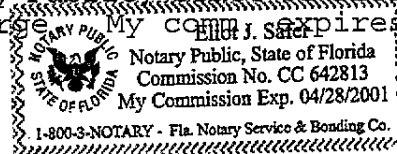
By Jeff Martin
Its President
Attest: Paula B. Davis
Its Secretary

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Jefferson S. Martin, Jr., known to me to be the person described in and who executed the foregoing instrument as President of Jeff Martin Ministries, Inc., a Florida corporation, and personally appeared Paula B. Davis known to me to be the person described in and who executed the foregoing instrument as Secretary of Jeff Martin Ministries, Inc., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 28 day of Dec, 1998.

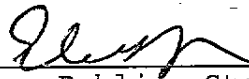
Elliot J. Sater
Notary Public, State of Florida
at Large My commission expires:



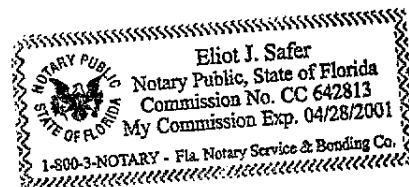
STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Jefferson S. Martin, Jr., known to me to be the person described in and who executed the foregoing instrument as President of The Glory House, Inc., a Florida corporation, and personally appeared Paula B. Davis known to me to be the person described in and who executed the foregoing instrument as Secretary of The Glory House, Inc., a Florida corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 28 day of Dec,
1998.



Notary Public, State of Florida
at Large. My comm. expires:



PLAN AND AGREEMENT OF MERGER
OF
JEFF MARTIN MINISTRIES, INC. AND THE GLORY HOUSE, INC.

THIS PLAN AND AGREEMENT OF MERGER, dated the 23rd day of December, 1998, by and between Jeff Martin Ministries, Inc., a Florida not for profit corporation, and The Glory House, Inc., a Florida not for profit corporation.

WHEREAS, Jeff Martin Ministries, Inc., a Florida not for profit corporation, and The Glory House, Inc., a Florida not for profit corporation, have agreed to merge upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements and provisions contained in this Agreement, and in order to consummate the transactions described above, the constituent corporations to this Agreement, agree as follows:

ARTICLE I

Jeff Martin Ministries, Inc., a Florida not for profit corporation, and The Glory House, Inc., a Florida not for profit corporation, shall be merged into The Glory House, Inc., a Florida not for profit corporation, as a single corporation, upon the terms and conditions of this Agreement, pursuant to Florida Statutes § 617.1107.

ARTICLE II

The Glory House, Inc., a Florida not for profit corporation, shall continue under the laws of the State of Florida as the

surviving corporation (the "surviving corporation").

(a) The purposes, the registered agent, the address of the registered office, the number of Directors and the members of the surviving corporation shall be as appears in the Articles of Incorporation of The Glory House, Inc., a Florida not for profit corporation, as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the said Articles of Incorporation are incorporated into this Agreement. From and after the effective date and until further amended, altered or restated as provided by law, the Articles of Incorporation, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Incorporation of the surviving corporation.

(b) The By-laws of The Glory House, Inc., a Florida not for profit corporation, in effect on the effective date shall be the By-laws of the surviving corporation until they shall be altered, amended or repealed or until new By-laws are adopted as provided in them.

(c) The persons who, upon the effective date of the merger, shall constitute the Board of Directors of the surviving corporation and shall be the persons constituting the Board of Directors of The Glory House, Inc., a Florida not for profit corporation, on the effective date. If, on the effective date of the merger any vacancy exists on the Board of Directors of the surviving corporation, that vacancy may be filled in the manner provided in the By-laws of the surviving corporation.

(d) The persons who, upon the effective date of the merger shall constitute the officers of the surviving corporation, shall be the persons constituting the officers of The Glory House, Inc., a Florida not for profit corporation.

ARTICLE III

This Agreement shall be submitted to the Board of Trustees and members of Jeff Martin Ministries, Inc., a Florida not for profit corporation, and to the Board of Directors and members of The Glory House, Inc., a Florida not for profit corporation, at meetings of the Board of Directors on December 23, 1998 (or at such later date as the Boards of Directors of Jeff Martin Ministries, Inc., a Florida not for profit corporation, and The Glory House, Inc., a Florida not for profit corporation, shall mutually approve) and, if it is adopted and approved in accordance with the laws of the State of Florida, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged and filed pursuant to the laws of the State of Florida.

ARTICLE IV

The merger of Jeff Martin Ministries, Inc., a Florida not for profit corporation, into The Glory House, Inc., a Florida not for profit corporation, shall become effective upon the filing by the Florida Department of State. The date on which the merger of Jeff Martin Ministries, Inc., a Florida not for profit corporation, into

The Glory House, Inc., a Florida not for profit corporation, becomes effective is called in this instrument the "effective date" of the merger.

ARTICLE V

When this Agreement shall have been approved, signed and acknowledged, the separate existence of Jeff Martin Ministries, Inc., a Florida not for profit corporation, shall cease and shall be merged into The Glory House, Inc., a Florida not for profit corporation, in accordance with this Agreement, and The Glory House, Inc., a Florida not for profit corporation, shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well as all other things in action or belonging to each of the constituent corporations shall be vested in the surviving corporation; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the surviving corporation as they were of the respective constituent corporations; and the title to any real

estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, shall not revert or in any way be impaired by reason of the merger, provided that all rights of creditors and all liens upon the property of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall then attach to the surviving corporation and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

ARTICLE VI
Abandonment

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the Board of Directors of The Glory House, Inc., a Florida not for profit corporation, or the Board of Trustees of Jeff Martin Ministries, Inc., a Florida not for profit corporation, or any time prior to the filing of Articles of Merger.

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger have caused the same to be duly executed by their respective authorized officers.

JEFF MARTIN MINISTRIES, INC.

By Jeff Martin
President

Attest: Paula D. Davis
Secretary

THE GLORY HOUSE, INC.

By Jeff Martin
President

Attest: Paula B. Davis
Secretary

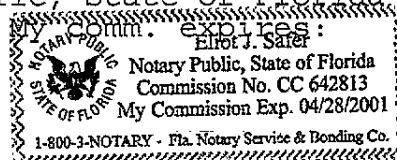
STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Jefferson S. Martin, Jr. and Paula B. Davis, known to be the persons described in and who executed the foregoing instrument as President and Secretary, respectively, of Jeff Martin Ministries, Inc., a Florida not for profit corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 28 day of Dec, 1998.

Eliot J. Safer
Notary Public, State of Florida
at Large. My comm. expires:

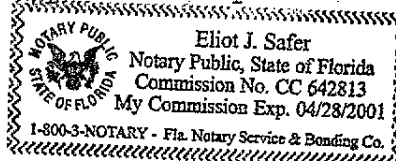
STATE OF FLORIDA
COUNTY OF DUVAL



Before me personally appeared Jefferson S. Martin, Jr. and Paula B. Davis, known to be the persons described in and who executed the foregoing instrument as President and Secretary, respectively, of The Glory House, Inc., a Florida not for profit corporation, and who acknowledged before me that they executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 28 day of Dec, 1998.

Eliot J. Safer
Notary Public, State of Florida
at Large. My comm. expires:



MINUTES OF SPECIAL JOINT MEETING
OF BOARD OF TRUSTEES OF
JEFF MARTIN MINISTRIES, INC.

A special meeting of the Board of Trustees of Jeff Martin Ministries, Inc. was held in Jacksonville, Florida, on the 23rd day of December, 1998.

All Trustees were present.

The President announced the purpose of the meeting was to consider a merger with The Glory House, Inc. Thereupon it was resolved,

WHEREAS, there has been presented to and discussed at this meeting of the Board of Trustees Jeff Martin Ministries, Inc., a proposed plan providing the merger of the Corporation with The Glory House, Inc., a copy of which Plan the Secretary is hereby directed to insert in the minute book of the Corporation immediately following the minutes of this meeting, and

WHEREAS, it is deemed in the best interest of the Corporation and its members that this Corporation merge according to the terms of such Plan, it is

RESOLVED, that the merger of this Corporation with The Glory House, Inc., and the terms and conditions of the proposed Plan for carrying such merger into effect are hereby adopted and approved.

FURTHER RESOLVED, that the appropriate officers of this Corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

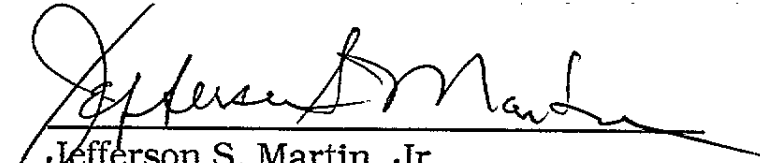
There being no further business to come before the meeting,
the same was, upon motion duly made and seconded, adjourned.


Paula B. Davis
Secretary

Approved:


Jeff Martin
President

The undersigned, being the Trustees of Jeff Martin Ministries, Inc., hereby waive notice of the foregoing meeting and consent to any and all action taken thereat, as evidenced by the foregoing minutes.


Jefferson S. Martin, Jr.


Candi Martin


David Fletcher


Dan Duke

MINUTES OF SPECIAL JOINT MEETING
OF BOARD OF DIRECTORS OF
THE GLORY HOUSE, INC.

A special meeting of the Board of Directors of The Glory House, Inc. was held in Jacksonville, Florida, on the 23rd day of December, 1998.

All Directors were present.

The President announced the purpose of the meeting was to consider a merger with Jeff Martin Ministries, Inc. Thereupon it was resolved,

WHEREAS, there has been presented to and discussed at this meeting of the Board of Directors of The Glory House, Inc., a proposed plan providing the merger of the Corporation with Jeff Martin Ministries, Inc., a copy of which Plan the Secretary is hereby directed to insert in the minute book of the Corporation immediately following the minutes of this meeting, and

WHEREAS, it is deemed in the best interest of the Corporation and its stockholders that this Corporation merge according to the terms of such Plan, it is

RESOLVED, that the merger of this Corporation with Jeff Martin Ministries, Inc., and the terms and conditions of the proposed Plan for carrying such merger into effect are hereby adopted and approved.

FURTHER RESOLVED, that the appropriate officers of this Corporation are hereby authorized and directed to execute all documents and to take all actions they may deem necessary or advisable to carry out and accomplish the purposes of this resolution.

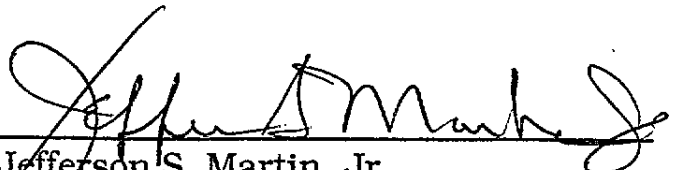
There being no further business to come before the meeting,
the same was, upon motion duly made and seconded, adjourned.

Paula B. Davis
Secretary

Approved:

Jeff M. ...
President

The undersigned, being the Directors of The Glory House, Inc., hereby waive notice of the foregoing meeting and consent to any and all action taken thereat, as evidenced by the foregoing minutes.


Jefferson S. Martin, Jr.


Candi Martin


David Fletcher


Dan Duke


Dan White