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H. BRADLEY STAGGS
RANDY K. STERNS
JEFFREY W. WARREN
PAUL D. WATSON
DAVID B. WILLIAMS

July 10, 1998

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: DESTINY FOUNDATION, INC.

200002587052--6
-07/13/98--01110--012
****122.50 ****122.50

Gentlemen:

On behalf of our captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with our firm check in the amount of \$122.50 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	52.50
3.	Filing a certificate designating Registered Agent	<u>35.00</u>
		\$122.50

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed.

Yours truly,

Randy K. Sterns

RKS/pl
Enclosures
cc: Chester E. Prescott

FILED
98 JUL 13 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

7-15-98

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98 JUL 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DESTINY FOUNDATION, INC.,
(A Florida Corporation Not for Profit)

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

"ARTICLE I
NAME

The name of the corporation shall be DESTINY FOUNDATION, INC. Pending any change authorized by the Corporation's Board of Directors, its mailing address shall be P.O. Box 8582, Tampa, Florida 33674.

ARTICLE II
ADDRESS OF REGISTERED OFFICE

The street address of the initial registered office of this Corporation is 220 S. Franklin Street, Tampa, Florida 33602 and the name of the Registered Agent of this Corporation at that address Randy K. Sterns.

ARTICLE III
PURPOSE

The corporation shall be organized exclusively as a non-profit, tax exempt organization under Section 501(c)(3) of the U.S. Internal Revenue Code of 1986, as amended, and shall be operated exclusively for the following exempt purposes:

- (a) To support Christian missions and evangelistic work in third world countries;
- (b) to support orphanages, schools, village evangelism, planting of local churches and related missionary efforts in third world countries;
- (c) to collaborate with and support established missionary and local church efforts, and to minister to the needs of children and families;
- (d) to share the love and kindness of Jesus Christ through the use and application of the Corporation's funds;

(e) the Corporation shall have the powers to acquire and hold title in fee simple, in trust, acquired by gifts, or otherwise, to both real and personal property, and to improve, encumber, sell, convey, use, lease, mortgage, and dispose of all such property in conformity with the Bylaws of said Corporation;

(f) the Corporation shall further be authorized to invest, reinvest, and administer the principal or the income of the Corporation's assets in such manner as, in the judgment of the Board of Directors, will best promote the purposes of the Corporation and shall be further authorized to exercise each and every power and right granted to a Corporation Not for Profit under the laws of the State of Florida as may be necessary for the furtherance of its purposes; all in accordance with its Bylaws or as the same may be hereafter modified or amended.

ARTICLE IV MEMBERSHIP

The Corporation shall be organized as an entity without members.

ARTICLE V OFFICIAL BOARD/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, who shall elect officers as follows: President, Vice-President, Secretary and Treasurer, which officers shall be provided for in the Bylaws. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

CHESTER E. PRESCOTT
P.O. Box 8582
Tampa, Florida 33674

Director/President

ARTHUR GAST, JR.
53 Destiny Lane
Cannon, Georgia 30520

Director/Executive Vice President/Treasurer

SYLVIA GAST
53 Destiny Lane
Cannon, Georgia 30520

Director/Vice President/Secretary

RANDY K. STERNS
Bush Ross Gardner Warren & Rudy, P.A.
220 S. Franklin Street
Tampa, FL 33602

Director

ARTICLE VI
AMENDMENTS

The Articles of Incorporation and Bylaws of this Corporation may be amended, altered or rescinded at any regular meeting or a special meeting of the membership of the Board of Directors, by a two-thirds vote of the board membership present.

ARTICLE VII
BYLAWS

Subject to any limitations set forth in the Corporations Not For Profit laws of the Florida, the Corporation's Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE VIII
TERM

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE IX
DISTRIBUTION OF ASSETS

In the event of dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of the Internal Revenue Code, or to the Federal, State or Local government for exclusive public use.

Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the United States Internal Revenue

Code of 1986, as amended, or any other corresponding provision of any future United States Internal Revenue Code."

IN WITNESS WHEREOF, the undersigned, being the incorporators of this Corporation, for the purpose of forming this nonprofit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 10th day of July, 1998.

Chester E. Prescott

Chester E. Prescott

Randy K. Stern

Randy K. Sterns

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

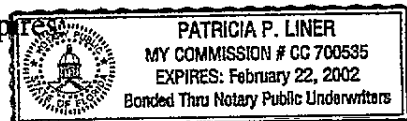
The foregoing was acknowledged before me this 10th day of July, 1998, by CHESTER E. PRESCOTT, who is personally known to me or who produced _____ as identification.

NOTARY PUBLIC, State of Florida at Large

Sign: Patricia P. Liner

Print: PATRICIA P. LINER

My Commission Expires:



STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

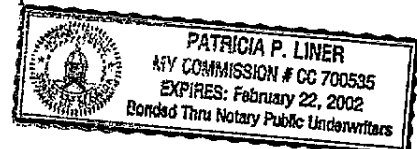
The foregoing was acknowledged before me this 10th day of July, 1998, by RANDY K. STERNS, who is personally known to me or who produced _____ as identification.

NOTARY PUBLIC, State of Florida at Large

Sign: Patricia P. Liner

Print: PATRICIA P. LINER

My Commission Expires:




155495.1

**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 607.0501, Florida Statutes, Destiny Foundation, Inc., desiring to organize under the laws of the State of Florida, hereby designate Randy K. Sterns, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 220 South Franklin Street, Tampa, Florida 33602, the business office of its Registered Agent, as its Registered Office.

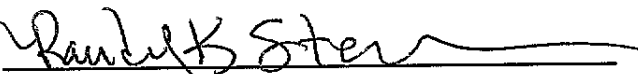
DESTINY FOUNDATION, INC.

By 
Chester E. Prescott, Incorporator

By: 
Randy K. Sterns, Incorporator

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§48.091 and 607.0505, Florida Statutes.


Randy K. Sterns

155495.1

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98 JUL 13 PM 1:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA