

Karen R. Copeland and Associates
Certified Public Accountants

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August 12, 1998

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Department of State
Division of Corporations
New Filing Division
409 e. Gaines St
Tallahassee, FL 32399

Dear Sirs,

Please find enclosed Articles of Incorporation for Miriam's Song Ministries, Inc. a not for profit corporation to be filed with your agency. The filing fee of \$122.50 is also enclosed.

I have enclosed a prepaid federal express envelope to expedite the return process. If you need any additional information please contact me.

Very Truly Yours,

Karen R. Copeland

Karen R. Copeland

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION OF
MIRIAM'S SONG MINISTRIES, INC.

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation.

Article 1

NAME

The name of the Corporation is: MIRIAM'S SONG MINISTRIES, INC. The principal place of business of the corporation shall be Oviedo, Florida and the mailing address will be P.O. Box 620533 Oviedo, FL 32762-0533

Article 2

NOT FOR PROFIT

The Corporation is a nonprofit corporation under the laws of the State of Florida. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Members, Directors, or Officers, except to the extent permissible under law.

Article 3

DURATION

The duration of the corporation is perpetual.

Article 4

PURPOSES

The Corporation is organized, and shall be operated exclusively for the following purposes:

A. To receive and administer funds and to operated exclusively for religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code). Among those purposes is the proclamation of the gospel of Jesus Christ.

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TALLAHASSEE, FLORIDA

B. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof in furtherance of the purposes of the corporation.

C. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

Article 5

LIMITATION

A. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, other private persons, except that the organization 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 4 (Purpose) hereof. No substantial part of the activities of organization shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

B. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purpose within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 6

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 800 Westwood Square, Suite A Oviedo, FL 32765 and the name of its initial Registered Agent at that address is Karen R. Copeland

Article 7

INITIAL BOARD OF DIRECTORS

The management of the Corporation shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is five. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The method of election of Directors shall be set forth in the Bylaws. The name and address of each initial Directors of the Corporation is as follows:

Name	Address
David Fisher	3849 Percival Rd. Orlando, FL 32826
Helen Fisher	3849 Percival Rd. Orlando, FL 32826
Patti Harshey	1365 Lake Rogers Circle Oviedo, FL 32765
Tim Harshey	1365 Lake Rogers Circle Oviedo, FL 32765
Karen Copeland	2417 Southern Hills Ct. Oviedo, FL 32765

Article 8

INCORPORATORS

The name and address of each Incorporator is as follows:

Name	Address
Karen R. Copeland	800 Westwood Square Suite A Oviedo, FL 32765


Article 9
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the laws of the State of Florida.

Article 10
NONSTOCK BASIS

This Corporation is organized on a nonstock basis.

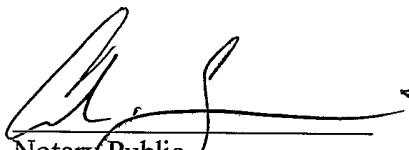
In Witness Whereof, the undersigned has signed these Articles of Incorporation on this 24th day of July, 1998.


Incorporator

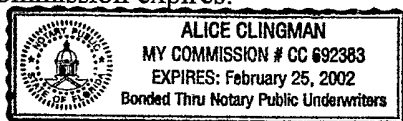
State of Florida
County of Orange

Before me personally appeared KAREN R. COPELAND, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

Witness my hand and (official) seal this 24th day of July, 1998.


Notary Public

My commission expires:



REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Miriam's Song Ministries, Inc which is contained in the foregoing Articles of Incorporation. I am familiar with, and accept, the obligations of my position as Registered Agent,

Dated this 23rd day of July, 1998.


Registered Agent

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