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STEPHEN T. ALLISON
ATTORNEY AT LAW
P.O. BOX 1913
BLAIRSVILLE, GEORGIA 30514

February 11, 1999

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

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RE: A Place Called Hope, Inc.

****122.50 *****78.75

Dear Sirs :

Enclosed please find the original and two copies of the Articles of Incorporation for the above named corporation. Please file them with your office and return to us a file stamped copy. A check for \$122.50 is enclosed for your filing fee.

If there are any questions, please do not hesitate to contact me.

Sincerely,


Stephen T. Allison

STA/cab

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER MAR 22 1999
W99-4088

STEPHEN T. ALLISON
ATTORNEY AT LAW
P.O. BOX 1913
BLAIRSVILLE, GEORGIA 30514

February 11, 1999

Florida Dept. of State
Division of Corporation
P.O. Box 6327
Tallahassee, FL 32314


RE: A Place Called Hope Cathedral, Inc.

Dear Sirs :

Enclosed please find your letter dated February 18, 1999 with the original and two copies of the Articles of Incorporation for the above named corporation. Please file them with your office and return to us a file stamped copy. Thank you for your kind attention to this matter.

If there are any questions, please do not hesitate to contact me.

Sincerely,


Stephen T. Allison

STA/cab

**ARTICLES OF INCORPORATION
OF
A PLACE CALLED HOPE CATHEDRAL, INC.**

FILED
99 MAR 22 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not-for-Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation shall be : A PLACE CALLED HOPE CATHEDRAL, INC.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be : 16601 N.W. 8th Avenue, Miami, Florida 33169.

**ARTICLE III
CORPORATE PURPOSE**

PURPOSE: Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The specific purposes for which the corporation is organized are as follows:

(a) To disseminate the Gospel of Jesus Christ and the Word of God, to the end that people may be evangelized and believers may be conformed to the image of Jesus Christ (Mark 16:15-16; Isaiah 6:8; Acts 13:47; II Corinthians 5:20); to regularly assemble for fellowship to worship God in Spirit and in truth (Hebrews 10:25) and to cooperate in the building up of the whole body of Christ (Ephesians 2:19-22).

(b) To provide basic New Testament discipleship to all who are approved for this purpose by the Elders. (Acts 6:7, 11:26, 14:20-23)

(c) To establish and maintain a church and to provide a place of public worship and prayer in accordance with the directions of the Holy Spirit (I Kings 8:12-21; Psalm 96:9, 122:1; I Corinthians 5:40); to spread the Gospel of the Lord Jesus Christ through the preaching and teaching of the Bible to bring the unsaved to Christ (Mark 6:15; Romans 1:15-16; I Thessalonians 5:9; II Thessalonians 2:13; II Timothy 3:15), and to build up the saved in Christian grace and living. (Ephesians 4:11-16; Hebrews 3:1-4; I Corinthians 3:9-15) Pursuant thereto, the following activities and guidelines shall be established:

1. A recognized Statement of Faith, Code of Doctrine, discipline and form of worship shall be established. (Acts 8:37, 15:11, 16:31; Romans 4:20-25, 10:9-11; I Thessalonians 4:14-17; I Peter 1:21)

2. A biblical form of government shall be established (Exodus 18; Ephesians 4:8-11; I Corinthians 12:27-31)

3. Ordination of ministers upon completion of the prescribed course of Study, designated by this church. (I Chronicles 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)

4. An organization of ministers shall be established to minister to the congregation of A PLACE CALLED HOPE CATHEDRAL, INC. (Colossians 4:17; II Timothy 1:16-18; I Corinthians 16:15; Romans 16:1)

5. Establishment of a covenant fellowship based upon acceptance of and conformity to the belief of the church. (Acts 15:41, 16:5)

6. Propagate the Word of the Gospel through seminars, the establishment of Church literature and other forms of mass media for the purpose of educating the individual in the Word of God. (Psalm 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47)

7. Establishment of various religious services pursuant to the recognized Statement of Faith, form of worship, discipline of the church and the establishment of Sunday school and religious schools for Christians and educational instruction of children and adults to exalt the standard of Christian living and the divine leadership of our divine Lord and Master. (Proverbs 8:10, 13:1; Zephaniah 3:7; II Timothy 3:16)

8. Establishment of a Bible Training School or School of Theology for the preparation of ministers who minister to A PLACE CALLED HOPE CATHEDRAL, INC. and to ordain ministers and Christian workers to the edification and the unity of the body of Christ. (Psalm 40:9-10; John 14:26; I Peter 4:6)

(d) To send forth home and foreign missionaries to the spreading of the Gospel and in extending the Gospel of God throughout the world (Mark 16:15-16; Acts 13:47, 4:29-30).

(e) To print, publish, and distribute and sell books, magazines and other literature in connection with the purposes of this corporation; to sell, record and reproduce tapes, radio, and television programs in connection with the purposes of this corporation to produce and distribute radio and television programs (Deuteronomy 31:19; I Chronicles 16:23-24; Psalm 68:4; Revelation 14:2).

(f) To establish, maintain and conduct seminars for the instruction of children and adults for religious instruction. (Psalms 40:9-10; I Peter 4:6; John 14:26)

(g) To establish and maintain a counseling service for the use of the Church and public and to provide access to such counseling service by virtue of telephonic communication (Proverbs 12:15,25, 15:22; Jeremiah 49:20; I Thessalonians 5:14); to assist the body of Christ with employment and financial counseling including off-site Institute of Vocation (Job Training) (I Corinthians 3:8; Colossians 4:1; Ecclesiastes 9:10; I Timothy 6:9-10; John 6:27); A Christians in Human Services Group (I Corinthians 10:24, 12:5; Job 29:16; Luke 6:34; Galatians 5:13, 6:10) and to provide for ministry through Family Services (Deuteronomy 15:7; Nehemiah 8:10; Matthew 5:42; Galatians 6:2; Hebrews 13:16).

(h) To impact the community around the church by opening the church and its property to activities where the love of God could be exhibited in a non-evangelist setting of community activities. (II Chronicles 17:9; II Timothy 2:24-26; I Timothy 3:7; I Thessalonians 4:12; Isaiah 11:10, 42:6, 60:3, 61:9)

(i) To propagate the Word of the Gospel through seminars, radio, television, establishment of Church literature, and other forms of mass media for the purpose of educating the individual in the Word of God. (Psalms 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47)

(j) To establish and maintain a place where ministry and their families may go to spend time together in a Christian atmosphere conducive to the strengthening of Christian family values and family activities. (Exodus 10:2, 13:8-10; Deuteronomy 4:9-10, 11:19; Psalms 78:3-8; Proverbs 22:6; Isaiah 38:19; I Timothy 3:2,4 5:8; Ephesians 6:4)

(k) To provide assistance in teaching so as to train people to read, write, handle money, begin tutorial programs, and to have training in the skills of life including preparing them to complete a

general education degree. (Colossians 3:23-24; Ephesians 4:28; I Thessalonians 4:11-12; Proverbs 13:11, 15:26; Daniel 1:4, 9:22; Ecclesiastes 9:11; Exodus 4:12, 15; I Kings 8:36; Ezra 7:25; Psalms 25:5, 8-9, 12; Proverbs 9:9; I Corinthians 2:13; Colossians 1:28; Acts 20:35; Ephesians 3:4; Matthew 24:15; Revelation 1:3; I Timothy 4:13; Nehemiah 8:8; Deuteronomy 6:9, 11:20; Proverbs 3:3, 7:3; Revelation 14:13, 19:9)

(l) To provide and foster continuing education programs as a basis for inspiration, a sharing of informative ideas, and the dissemination of applicable information, and to provide programs of instruction to the benefit of all involved in the Christian faith, and to provide exhortation for the sake of the Gospel, the Kingdom of God, and the Christian Faith. (II Timothy 1:13, 2:2; Proverbs 9:9)

(m) To impact the community by sponsoring activities where the love of God could be exhibited in a non-evangelist setting of community activities. (II Chronicles 17:9; II Timothy 2:24-26; I Thessalonians 4:12; Isaiah 11:10, 42:6, 60:3, 61:9)

(n) To establish a center where community members may come for recreational, dietary and nutritional counseling and where children may play in a safe environment. (Ecclesiastes 9:11; Jeremiah 12:5; I Corinthians 6:13, 15; II Timothy 2:5)

(o) To provide programs to improve the dignity of people residing in areas beset by poverty, drugs, and alcohol. (II Timothy 2:25-26; Galatians 6:1; Romans 15:1; I Peter 3:15; I Timothy 2:4)

(p) To provide home care programs for the members of the church, their families and friends as a way to network the church and its associate ministries. (I Timothy 5:4; Acts 2:46, 5:42, 18:7-11, 20:20; I Corinthians 16:19; Colossians 4:15)

(q) To provide a lending library of books and tapes for members of the church who cannot afford to purchase the same. (Psalms 68:11; Mark 14:7; Galatians 6:10; Mark 13:10; I Timothy 6:18; Romans 12:13)

(r) To conduct Christian retreats, tours, seminars, camps, and to promote the Gospel of Jesus Christ through the various media. (Jeremiah 3:15; Psalms 32:8, 37:30; Proverbs 9:9, 15:22)

(s) To carry on charitable work for and to establish a community development corporation reaching out into Florida's communities and elsewhere to address the needs of families and individuals who are economically deprived defined as:

The poor and lost (Leviticus 25:35; Matthew 25:34-40; Galatians 6:10; Mark 14:7)
Feed the Hungry Soup Kitchen, Food Pantry, Clothes Closet (Matthew 25:35; Psalm 146:7; Luke 3:11, 4:18)

Prison Ministry (Psalm 142:7; I Peter 3:19)

After-care Center for Released Prisoners (Job 3:18; Psalm 69:33; Isaiah 49:9-10)

Sick and Shut-in Ministry (James 5:14-15; Mark 16:18)

Unwed Mother's Home (Luke 1:39-40,56)

Abused Wives and Children's Home (Exodus 22:22-24; Deuteronomy 10:18; Acts 6:1; I Timothy 5:3-12,16)

Housing for the Homeless and Runaways (Leviticus 25:35; Proverbs 19:17; Luke 3:11; II Corinthians 8:14-15)

Care for and assist handicapped individuals (Leviticus 19:32; Isaiah 35:5; Mark 7:37; Luke 7:32,14:13-14)

To provide ministry to homosexuals and prostitutes, so they may be taught the Gospel of Jesus Christ (I Corinthians 1:27-31, 6:9-11; Hebrews 10:22; Luke 14:12-24; Matthew

22:2-10, John 8:1-11).

To provide homes for the aged (Leviticus 19:32; Psalm 71:9; Isaiah 45:20-22).

To provide child placement services and adoptive services (Psalm 127:3; Isaiah 54:1; Mark 10:14; Numbers 3:13).

Housing for those with addictive behavior (Luke 4:18).

Drug and Alcohol Program (Isaiah 5:11, 19:14,20; Habakkuk 2:15; Joel 2:32; Matthew 9:12; Psalm 121:2).

The mentally disturbed (Matthew 4:24, 17:15).

To care for and assist individuals afflicted with AIDS or who are HIV positive (Matthew 8:2-3; Mark 1:40-42; Luke 5:12-13, 17:13-14)

To care for and assist the abused and indigent children at risk, youth and young adults, the handicapped and seniors (Leviticus 25:35; Psalm 146:7; Proverbs 19:17; Luke 3:11; Romans 15:1; II Corinthians 8:14-15; Galatians 6:1; I Timothy 2:4; II Timothy 2:25-26; I Peter 3:15)

(t) To provide food and clothing for those in need through direct grants and through discount stores whereby the needy may purchase food at reduced rates. (Acts 11:29; Psalms 72:12-13, 146:7; Isaiah 41:17, 58:7; Matthew 25:35-40; Ezekiel 18:7, 45:10-12; Deuteronomy 15:7-8, 25:13-16; James 2:15-65; Luke 3:11; Proverbs 11:1, 26, 16:11)

(u) To provide homes for the aged (Leviticus 19:32; Psalms 71:9; Isaiah 45:20-22); to provide retirement homes for the faithful ministers and saints (Numbers 8:24-26; Zechariah 8:4); to care for the aged (Leviticus 19:32; Psalms 92:14; I Timothy 5:1,17), and to provide housing for the working staff of the church (Joshua 21:1-8; Acts 4:34-35).

(v) To provide housing through new construction and renovation for those who are not otherwise able to afford such housing (Numbers 32:24; II Kings 6:1-2; I Kings 9:17-18; Leviticus 25:29-31; Isaiah 65:21; Jeremiah 29:5).

(w) To establish and raise up a ministry of arts including banners (Psalm 20:5, 60:4; Isaiah 13:2; Song of Solomon 2:4, 6:10), the dance (Psalm 149:3, 150:4; Jeremiah 31:4), drama (Deuteronomy 11:7; Psalm 103:7, 106:2, 145:4,11-12) and mime (Proverbs 10:19, 17:28; Ecclesiastes 9:17; Isaiah 30:15; Zephaniah 1:17).

(x) To provide a prayer ministry to assist those in the church and those in need who need agreement in receiving a touch from the Lord. (Acts 12:4, 14:23, 16:9, 8:22; Isaiah 53:12; Romans 8:27, 34; I Timothy 2:1-4)

(y) To provide Christian mediation and Intervention services to those within the church and the Body of Christ at large. (II Corinthians 5:18-19; Galatians 3:20; Proverbs 15:1; Ephesians 6:18; Hebrews 7:25; I John 5:16; II Kings 22:13)

(z) To assist in the revitalization of inner city communities through the creation of jobs, self empowerment programs, upgrading of commercial and residential properties and the encouragement of commercial establishments. (Numbers 32:24-26; Psalm 69:35-36; Proverbs 11:26; Zechariah 8:3-5; Matthew 20:1-15, 25:14-29; Ephesians 4:28; James 4:13; Revelation 6:5-6)

(aa) To manufacture, distribute and sell audio records and magnetic tape cassettes, compact discs or other mechanical or electronic recordings; to manufacture, distribute, produce and sell video tapes of all types of music, ministry, preaching, teaching, etc...(Psalms 22:27, 66:4, 67:4, 68:4; Deuteronomy 31:19; I Chronicles 15:16, 16:23-24; Revelation 14:2)

(bb) To establish, own and operate Radio and Television stations for the purpose of the dissemination of the Gospel of Jesus Christ through word and music. (Psalms 68:4, 96:10; Proverbs 13:17; Mark 13:10; Acts 13:47; Deuteronomy 31:19; I Chronicles 16:23-24; Revelation 14:2)

(cc) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold, or investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, let, lend, report, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm, or documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof and every character of interest therein and appurtenance thereto including but not limited to, mineral, oil, gas, and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers, or privileges, granted or conferred by any government or subdivision or agency thereof and any interest in or part of any of the foregoing and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners holders thereof (Ezra 8:28)

(dd) To establish and build affordable housing; To own, buy, sell, barter, exchange, improve, lease, rent and hold real estate and personal property; to construct, build, own, buy and sell houses, particularly under the Federal Housing Administration Plan; to build, operate, construct and finance utility services in connection with any housing program, including water system, sewer system, sewage disposal plant, to grade, construct and pave streets, curbs and guttering; to install fire hydrants and street lighting systems; to construct and own sewer lines and charge for connections thereto; to own, buy, sell, and deal in lines of water works for the purpose of supplying water; to buy, rent and sell houses and other buildings; to act as agent and broker for other persons; to enter into contracts and co-partnerships with individuals and corporations; to subscribe for, purchase, own, hold, sell and dispose of stocks and bonds or other obligations of other corporations and associations; to lend money at legal rates of interest; to borrow money and make mortgages; security deeds and notes; to acquire, own, buy and sell its own stock; to guarantee, become surety upon or endorse the contract or obligations of any other corporation, firm, association, or individual, whether the corporation has any direct interest in the subject matter of the contract or not, and also to make any surety; to own and operate a general building and supply business; to own and operate a wholesale and retail lumber business; to make, construct, and manufacture houses, buildings, and wooden structures of all kinds and character; to construct, own, and operate factories, coal yard, ice factories; to own, buy, sell and deal in real and personal property of all kinds and character whatsoever; and generally to have all other powers allowed to corporations under law;

(ee) To ordain ministers and Christian workers to the edification and the unity of the Body of Christ. (I Chronicles 9:22-23; Titus 1:5; I Corinthians 7:17; Acts 14:23)

(ff) To operate under the name as set forth in Article I above; to adopt and assume names in the furtherance of its nonprofit, tax-exempt purposes (Genesis 17:5, 32:28; Acts 13:9; Matthew 1:23; Revelation 2:17); to exercise such other and incidental powers as may reasonably be necessary to carry out the purposes for which the church is established, provided that such incidental powers shall be exercised in a manner consistent with its tax exempt status as a religious organization as set forth in Section 501(c)(3) of the Internal Revenue Code of 1986 as amended, of the United

States of America.

(gg) To employ qualified counsel and other necessary personnel to carry out the purposes of this church. (Titus 3:13; James 5:4)

(hh) To further all religious and charitable work and for such purposes to adopt and establish ByLaws, rules, regulations in accordance with the law and not inconsistent with this Articles of Incorporation. (Joshua 1:7-8; Habakkuk 2:2-3; Romans 7:12, 10:4)

(ii) To do all those things allowed and permitted to be done under law and specifically those set forth in the Florida Not-For-Profit Corporation Code, so long as such is permitted and consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected by the members shall be established by the Bylaws.

ARTICLE V INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are : Leonard G. Ziebarth, 16601 N.W. 8th Avenue, Miami, Florida 33169.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation are : W. Duane Swilley, 16601 N.W. 8th Avenue, Miami, Florida 33169.

ARTICLE VII TERM

The period of the duration of this corporation is perpetual, unless dissolved according to the law.

ARTICLE VIII BOARD OF DIRECTORS

The ministry shall have a Board of Directors of three (3) initially. The names and addresses of the initial Board of Directors who shall serve until the first election are :

1. W. Duane Swilley, 16601 N.W. 8th Avenue, Miami, FL 33169
2. Deborah Lynn Swilley, 16601 N.W. 8th Avenue, Miami, FL 33169
3. Leonard G. Ziebarth, 16601 N.W. 8th Avenue, Miami, FL 33169

There shall be a Board of Directors for this corporation which shall consists of not less than three (3) and no more than seven (7) members.

Vacancies in the Board of Directors shall be filled by the appointment of a Director by the President until the next election of the Directors. The Directors shall have all the power as set forth in the ByLaws.

ARTICLE IX LIABILITY

No member of A PLACE CALLED HOPE CATHEDRAL, INC. shall be liable for its debts nor shall any members property be so liable.

ARTICLE X EXEMPT STATUS AND DISSOLUTION

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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 Articles hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation 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 XI BYLAWS

The ByLaws of A PLACE CALLED HOPE CATHEDRAL, INC. shall be adopted and amended by the Board of Directors.

ARTICLE XII DECLARATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious and 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 XIII
GENDER

In referring to directors, officers, chairman, members, deacons, incorporators or assistants within these ByLaws, words of any gender shall be deemed to include any other gender and a reference to the singular shall include the plural, and vice versa, unless the context indicate that such reading would be inappropriate.

ARTICLE XIV
AMENDMENTS

Amendments to this Articles of Incorporation, may be proposed by a resolution adopted by the Board of Directors. After notification to the members of the proposed amendment, such amendment shall be adopted by the Board of Directors by an affirmative vote of at least two-thirds of the Directors present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF, We have hereunto subscribed our names, this 12 day of March,

1999


W. Duane Swilley, Incorporator

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Leonard G. Ziebarth

3-12-99
Date

STATE OF FLORIDA)
COUNTY OF DADE)

I, a Notary Public of the County and State aforesaid, certify that W. Duane Swilley and Leonard G. Ziebarth, personally appeared before me this day and acknowledged the due execution of the foregoing instrument. Witness my hand and official stamp or seal, this 12 day of March, 1999.


Notary Public

CHRISTA A. BROCKWAY
Notary Public, Gwinnett County, Georgia
My Commission Expires June 17 2002

SEAL

My commission expires :

99 MAR 22 AM 10:47
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA