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LAW OFFICES
JAMES P. PANICO
PROFESSIONAL ASSOCIATION
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CORPORATION AND BUSINESS LAW
WILLS, ESTATES AND ESTATE PLANNING
REAL PROPERTY LAW

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March 29, 1999

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****122.50 *****78.75

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32301

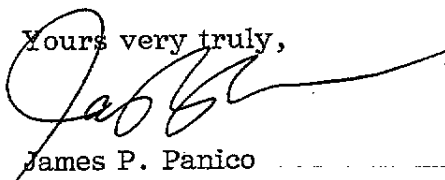
Re: Central Florida Association for Lay Ministry, a
Florida Non-Profit Corporation

Dear Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation and Designation of Resident Agent for the above referenced non-profit corporation. We also enclose herewith our firm's check in the amount of \$122.50 for your filing fee herein.

Would you please be so kind as to file the enclosed articles and return a certified copy of the Articles to the undersigned.

Yours very truly,


James P. Panico

JPP/sr

FILED
APR - 1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CB
4-6-99
48

FILED
39 APR - 1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CENTRAL FLORIDA ASSOCIATION OF LAY MINISTRY, INC.

(A Corporation Not For Profit)

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purposes of organizing a not for profit corporation under the provisions of Chapter 617 of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation, and do hereby agree and certify as follows:

ARTICLE I

Name

The name of the Corporation shall be Central Florida Association of Lay Ministry, Inc.

ARTICLE II

Existence

This corporation shall commence corporate existence upon the filing of these Articles by the Florida Department of State and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III

Purposes

The purpose for which this corporation is organized are exclusively charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), not for pecuniary profit, including the performance of the following activities exclusively for such purposes, except as restricted by Article X herein:

A. For General Charitable purposes, including without limitation, the advancement of religion, scientific, charity, education and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

C. The exercise of all powers conferred on a corporation organized under the Florida Not For Profit Corporation Act as currently in effect and as it may be amended, and all such other powers as are permitted by applicable law.

ARTICLE IV Members

The qualifications for members and the manner of their admission and expulsion shall be as regulated by the Bylaws. This corporation is organized upon a nonstock basis and shall not issue shares of stock.

ARTICLE V Registered Office and Registered Agent

The street address of the initial registered office of this corporation is 2893 Wild Horse Road, Orlando, Orange County, FL 32822 and the name of the initial registered agent of this corporation at that address is David Kauffman.

By his/her execution of these Articles of Incorporation, the registered agent for the corporation certifies and acknowledges his/her familiarity with, and acceptance of, the obligations of that position.

ARTICLE VI Management of Corporate Affairs

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall initially be nine (9), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members 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 one (1) year until the annual meeting of members following the election of Directors and until the qualification of the successors in office. Annual meetings shall be held at the office of the corporation in March of each year, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all 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 which 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 the 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 addresses of such initial members of the Board of Directors are as follows:

Mrs. Peggy Blickenstaff
2281 E. Union Circle
Deltona, FL 32725

Sr. Margaret Exworthy, O.P.
603 W. Selfridge
Melbourne, FL 32901

Mr. Marshall Gibbs
1070 Druid Drive
Maitland, FL 32751

Mrs. Jo Goldstein
1101 Sweet Heather
Apopka, FL 32712

Mr. David Kauffman
12625 Birchbark Court
Orlando, FL 32828

Br. Michael Maiorano, F.P.M.
1602 North Pettis Blvd.
Kissimmee, FL 34741

Ms. Dodie Pflumm
528 Winding Creek Place
Longwood, FL 32779

Mr. Jerry Vaughan
9568 Lake Douglas Place
Orlando, FL 32817

Mrs. Eileen Vici
3091 Rio Pino South
Indialantic, FL 32903

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the By-Laws of this corporation may authorize the Directors to elect from time to time. 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:

Name	Address
President: David Kauffman	12625 Birchbark Court Orlando, FL 32828

Vice President:
Jerry Vaughan

9568 Lake Douglas Place
Orlando, FL 32817

Secretary/Treasurer:
Barbara Hampson

P.O. Box 720205
Orlando, FL 32872-0205

ARTICLE VII
Incorporator

The name and address of the person signing these Articles of Incorporation is David Kauffman, 12625 Birchbark Court, Orlando, FL 32828.

ARTICLE VIII
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE IX
Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereof, and any right conferred upon the members is subject to this reservation.

ARTICLE X
Restrictions and Interpretation

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article III hereof.

Section 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent the corporation has elected to come under the provisions of the Code allowing certain lobbying expenditures), and the corporation 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.

Section 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permittee to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 4. It is intended by the provisions of these Articles of Incorporation that the corporation shall possess the status of an organization exempt from Federal income taxation under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as now in force or hereafter amended. Accordingly, no part of the affairs of the corporation shall be administered, directly or indirectly, in any manner whatsoever which might jeopardize the tax exempt status of the corporation.

Section 5. If at any time the corporation shall be deemed to be a private foundation as defined by Section 509 of the Code, then so long as the corporation is deemed a private foundation, it shall not, as provided in Section 508(e) of the Code, fail to require its income for each taxable year to be distributed at such time and in such manner as to not subject the corporation to tax under Section 4942 of the Code, engage in any act of self dealing as defined in Section 4941(d) of the Code, retain any excess business holdings as defined in Section 4943(c) of the Code, make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, and make any taxable expenditures as defined in Section 4945(d) of the Code.

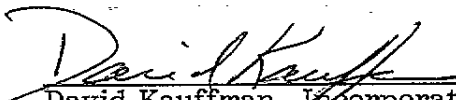
ARTICLE XI Dissolution

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation which may include distribution to an organization or organizations organized and operated exclusively for one or more of such purposes, or shall distribute all of the assets of the corporation 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 the Circuit Court 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 one or more of the purposes of the corporation.

ARTICLE XII Effective Date

These Articles of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 26 day of March, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


David Kauffman, Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgements, personally appeared DAVID KAUFFMAN, to me well known and known to me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

26 WITNESS my hand and official seal in the County and State last aforesaid this day of March, 1999.

Kathlyn Deschnow
Notary Public
Print Name: Kathlyn Deschnow
My Commission Expires:



Kathlyn Deschnow
MY COMMISSION # CC687181 EXPIRES
November 2, 2001
BONDED THRU TROY FAY INSURANCE, INC.

CENTRAL FLORIDA ASSOCIATION OF LAY MINISTRY, INC.

ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT

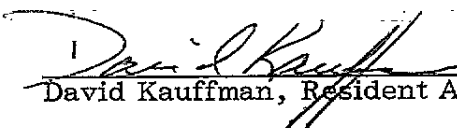
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that CENTRAL FLORIDA ASSOCIATION OF LAY MINISTRY, INC., a Florida Not For Profit Corporation, qualified to do business under the laws of the State of Florida, with its principal office located at 2893 Wild Horse Road, Orlando, 32822, County of Orange, State of Florida, has appointed David Kauffman, of 12625 Birchbark Court, Orlando, FL 32828, Orange County, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I acknowledge that I am familiar with and accept the duties and responsibilities as resident agent for said corporation.

Dated: March 26, 1999.


David Kauffman, Resident Agent

FILED
99 APR - 1 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA