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GREG A. BETTERTON

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Masters in Tax Law from
University of Florida

Wills, Trusts, Estates
Business Planning
Taxation

August 2, 1999

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****70.00 *****70.00

To whom it may concern:

Please find enclosed an original and one copy of the Articles of Incorporation and Acceptance of Registered Agent for CHURCH IN THE PARK MINISTRIES, INC., a not for profit corporation, to be forwarded to the Secretary of State for filing.

In addition, I have enclosed my check payable to the Secretary of State in the amount of \$70.00 for the filing fee.

**THESE ARTICLES NEED TO BE FILED EFFECTIVE ON DATE OF FILING.
PLEASE RETURN THESE ARTICLES VIA REGULAR MAIL. PLEASE TELEPHONE
SUE AT (941) 488-4422 TO VERIFY FILING.**

Thank you for your assistance with this matter.

Very truly yours,


Greg A. Betterton

GAB:sah
Enclosures

FILED
99 AUG -5 PM 12:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Handwritten: CB
8-11-99
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**ARTICLES OF INCORPORATION
OF
CHURCH IN THE PARK MINISTRIES, INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

A Florida Nonprofit Corporation

THE UNDERSIGNED, being competent to contract, does subscribe to these Articles of Incorporation and acts as Incorporator for the purpose of forming a not-for-profit Corporation under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

Name

The name of the Corporation is CHURCH IN THE PARK MINISTRIES, INC.

ARTICLE TWO

Principal Office and Address

The address of the principal office of the Corporation is 3795 6th Lane, Vero Beach, Florida 32968, and the mailing address of the Corporation is the same.

ARTICLE THREE

Duration

The term of existence of the Corporation is perpetual and the corporate existence will commence on the filing of these Articles by the Department of State.

ARTICLE FOUR

Purpose

The purposes for which the Corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue

Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE FIVE

Limitations

No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director, Officer, or member of the Corporation, or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation, and reasonable expenses may be paid thereto, affecting one or more of the Corporation's purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets or dissolution of the Corporation. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene (including the publication or distribution of statements) in any political campaign on behalf of any candidate for public office, at any time.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization

exempt from taxation under Section 501(c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determined. Any of 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 the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE SIX

Directors

This Corporation shall have four (4) Directors initially. The number of Directors may be increased or diminished from time to time, by an amendment of the By-Laws when such amendment is adopted by the stockholders, but shall never be less than three (3).

ARTICLE SEVEN

Initial Directors

The name and street address of the member of the initial Board of Directors is:

Timothy D. Guest
3795 6th Lane
Vero Beach, Florida 32968

Kerri L. Guest
3795 6th Lane
Vero Beach, Florida 32968

Paul Barriball
1524 Queen Road
Venice, Florida 34293

Danny Dye
765 18th Court
Vero Beach, Florida 32962

The above named Directors shall hold office for the first year of existence of the Corporation or until successors are elected, as provided in the Bylaws of the Corporation.

ARTICLE EIGHT

Registered Office and Agent

The street address of the initial registered office of this Corporation in the State of Florida is 909 S. Tamiami Trail, Suite 130, Nokomis, Sarasota County, Florida 34275.

The initial Registered Agent is designated as Greg A. Betterton, Attorney at Law.

ARTICLE NINE

Incorporator

The name and street address of the undersigned as incorporator of these Articles of Incorporation is: Greg A. Betterton, Attorney at Law, 909 S. Tamiami Trail, Suite 130, Nokomis, Florida 34275.


IN WITNESS WHEREOF, the undersigned have hereunto set his hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 2nd day of August, 1999.

 (SEAL)
GREG A. BETTERTON, Attorney at Law

STATE OF FLORIDA)
COUNTY OF SARASOTA)

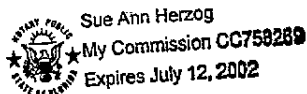
I HEREBY CERTIFY, that on this day, before me, a notary public duly authorized in the State of County above named to take acknowledgments, the undersigned notary, personally appeared GREG A. BETTERTON, known to me, and who did take an oath, to be the person whose name is subscribed to the above instrument and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he voluntarily executed these Articles of Incorporation for the uses and purposes herein contained.

WITNESS my hand and official seal in the County and State above named, this 2nd day of AUGUST, 1999.



Notary Public

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Pursuant to Florida Statute 48.091 and Article VII of these Articles of Incorporation, the undersigned Registered Agent does hereby accept the duties as Registered Agent and designates as his location for service of process as:

Greg A. Betterton, Attorney at Law
909 S. Tamiami Trail, Suite 130
Nokomis, Florida 34275

The undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the laws of the State of Florida.

 (SEAL)
GREG A. BETTERTON, Attorney at Law

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SECRETARY OF STATE
TALLAHASSEE FLORIDA