

**CORPORATE
ACCESS,
INC.**

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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Articles

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1.) Barnabas International, Inc
(CORPORATE NAME & DOCUMENT #)

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2.) _____
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SPECIAL INSTRUCTIONS

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 12, 1999

CORPORATE ACCESS, INC.

SUBJECT: BARNABAS INTERNATIONAL, INC.
Ref. Number: W99000018691

We have received your document for BARNABAS INTERNATIONAL, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 599A00040785

**ARTICLES OF INCORPORATION
OF
BARNABAS INTERNATIONAL, INC.**

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

WE, the undersigned natural persons over the age of twenty-one (21) and competent to contract, do hereby make, subscribe, acknowledge and file these Articles of Incorporation for Barnabas International, Inc., a non-profit Florida corporation and we respectfully request the Secretary of State to approve this incorporation under the following proposed Articles of Incorporation:

ARTICLE I

The name of this non-profit corporation is Barnabas International, Inc.

ARTICLE II

The purposes for which this non-profit corporation is organized are as follows:

A. Serving and showing every kindness, love, and Christian compassion for those in need, both physical and spiritual, those downtrodden, poor, hungry, destitute, homeless, widowed, orphaned, diseased or in any way deprived of the blessings and knowledge of God; displaying Christian mercy in both institutionally organized efforts as well as individually motivated and practiced works.

B. Providing services and, where appropriate, monetary support for those in need, whether the need be spiritual, physical, psychological, monetary, or emotional and to serve as an example of Christian love and service in rendering such assistance.

C. Aggressively and lovingly confronting people of all ages, nationalities, religions, races, sexes and backgrounds with the specific demand of Holy Scripture that they turn from their sins, repent and receive Jesus Christ as their Personal Savior

and Lord; and seeking to compel and persuade all people with every Biblical effort to reject their lost state and be born from above.

D. Worldwide educating, teaching, counseling, and instructing believers in Jesus Christ about the doctrines, teachings and information contained in the Holy Bible.

E. Religious worship and instruction, to the end that the entire world may be instructed, counseled, guided and challenged concerning those principles of conduct in life taught by the Holy Bible.

F. Teaching preaching, proclaiming, publishing, making known, distributing and disseminating by oral, written, electronic or other means the Gospel of Our Lord Jesus Christ and His Coming Kingdom.

ARTICLE III

The qualifications of members and the manner of their admission shall be as set forth by the By-laws of this corporation, or by majority vote of the Board of Directors. All members must be born-again Christians.

ARTICLE IV

The term for which this corporation is to exist is perpetual.

ARTICLE V

The names and residences of the four subscribers are as follows:

Joanne Hickox, 1211 Campbell Avenue, Jacksonville, FL 32207

Bryan Hickox, 1211 Campbell Avenue, Jacksonville, FL 32207

Rev. John Dawson, 14217 Crystal Cove Dr., Jacksonville, FL 32224

Shelley Moore, 1918 Eastern Drive, Jacksonville Beach, FL 32250

Bonnie Benfield, 7603 Memorial Park Circle, Jacksonville, FL 32221

ARTICLE VI

The affairs of the corporation are to be managed by the Board of Directors of this corporation which shall not be less than three (3) persons; any Officers of this corporation are to be elected or appointed as set forth in the By-laws; and the times at which the Board of Directors and any Officers are elected or appointed shall be set forth in the By-laws.

ARTICLE VII

The names and addresses of the five (5) persons constituting the first Board of Directors who are to serve as Directors managing the affairs of this corporation until the first election or appointment thereof, are as follows:

ARTICLE VIII

The By-laws and any amendment to the Articles of Incorporation are to be proposed in writing and adopted, altered or rescinded by a majority of the Board of Directors at any special, regular or annual meeting of the Board of Directors.

ARTICLE IX

In the event of the voluntary or involuntary liquidation or dissolution of this corporation, all of its assets and properties (both tangible and intangible, owned by the corporation or received from any source whatsoever) shall be distributed and paid over to organizations exempt from Federal Income Tax under the provisions of the Internal

Revenue Code of 1986, Section 501(c)(3), and the lawful Regulations thereof, as they now exist or may hereafter be amended, changed, modified or supplemented.

ARTICLE X

Exclusively in the furtherance of the above stated religious, charitable and educational purposes, the corporation shall have the following powers:

A. To purchase or otherwise acquire, lease, assign, mortgage, pledge or otherwise dispose of any trade names, trademarks, concessions, inventions, formulae, improvements, processes of any nature whatsoever, copyrights, and letters patent of the United States and of foreign countries, and to accept and grant licenses thereunder.

B. To subscribe or cause to be subscribed to and to purchase or otherwise acquire, hold for investment, sell, assign, transfer, mortgage, pledge, exchange, distribute, or otherwise dispose of the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, notes and other evidences of indebtedness of any corporation, stock company or association, now or hereafter existing, and whether created by or under the laws of the State of Florida or otherwise, and while owner of any of said shares of capital stock or bonds or other property to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person for that purpose from time to time to the same extent as natural persons might or could do.

C. To borrow or solicit money for furtherance of the corporate purposes.

D. In the event that any gift, conveyance, transfer, settlement, devise or bequest is made for a designated restricted purpose, then if such restricted purpose is within the purview of the corporate powers herein, the Directors may accept and expend such funds or property for the designated purpose. But no gift, conveyance, transfer, settlement, devise or bequest of any property, of any name or nature, shall be accepted by said corporation from any donor who reserves unto himself or any other private individual, corporation or association, any remainder, reversion, possibility of reverter, or executory interest, or any interest of any kind which might under any contingency vest the gift, conveyance, transfer, settlement, devise or bequest or any portion of it in any private, individual, corporation or association.

E. To purchase, sell, mortgage, lease, improve and deal in real estate and personalty wherever situated, and to construct, equip, operate, lease, rent, hire and manage buildings of every kind and description.

F. To do all other legal acts and things which may, in the discretion of the Directors, be calculated to further the above-stated purposes, and to that end to organize and maintain other charitable, religious or educational institutions or agencies.

G. To have and exercise any and all corporation powers granted by the laws of Florida, which are, however, restricted to the furtherance of the above-stated religious, charitable, and educational purposes.

ARTICLES XI

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 Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

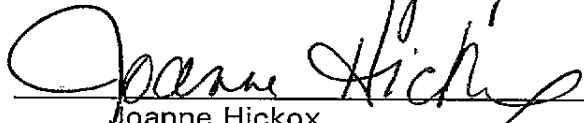
B. A corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.


ARTICLE XII

The office of the corporation and the name and address of the Resident Agent of this corporation is as follows:

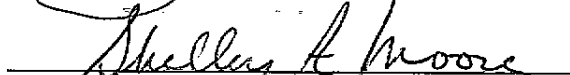
Office Address:	1211 Campbell Avenue Jacksonville, Florida 32207
Resident Agent: Patrick D. Coleman	2065 Herschel Street Jacksonville, Florida 32204

IN WITNESS WHEREOF, we have hereunto set our hands and seals as subscribers of these Articles of Incorporation this 7th day of July, 1999.


Joanne Hickox


Bryan Hickox


Rev. John Dawson


Shelley Moore

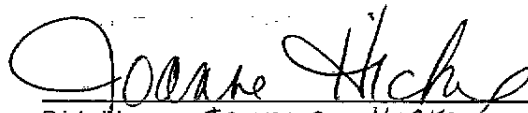

Bonnie Benfield

**CERTIFICATE DESIGNATING REGISTERED OFFICE
AND REGISTERED AGENT
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

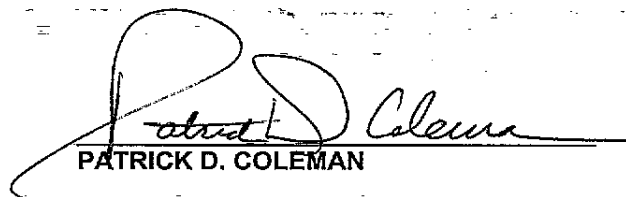
BARNABAS INTERNATIONAL, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **PATRICK D. COLEMAN** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 2065 Herschel St., Jacksonville, Florida 32204.

DATED this 20th day of August, 1999.


Printed Name: Joanne Hickox
Director

Having been named as registered agent 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.

DATED this 20th day of August, 1999.


PATRICK D. COLEMAN

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