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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

women of the kingdom, ic.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 15, 1999

EMPIRE

SUBJECT: WOMEN OF THE KINGDOM, INC.
REF: W99000021212

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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CERTIFICATE OF INCORPORATION

OF

WOMEN OF THE KINGDOM, INC.

The undersigned incorporator hereby forms a corporation under the non-profit Corporation Act of the State of FLORIDA:

FIRST: The name of the corporation is WOMEN OF THE KINGDOM, INC. (The "Corporation")

SECOND: (a) The Corporation is being organized and will at all times hereafter operate exclusively for religious and other benevolent or charitable purposes, including but not limited to education, spiritual development, and the promotion of family values in accordance with the official teachings of the Roman Catholic Church. The nature of the activities to be conducted, or the purposes to be promoted or carried out by the Corporation, either in the capacity of principal or agent, are as follows:

i) To engage in any lawful act or activity for which corporations may be formed under CHAPTER 617 OF THE FLORIDA STATUTES,

ii) To carry out religious and charitable purposes in general.

(b) The foregoing purposes are limited as follows:

i) The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall inure to the benefit of any director, trustee, member, officer, or employee of the Corporation or any private individual, except reasonable compensation may be paid for services rendered or expenses incurred for the Corporation affecting one or more of its purposes;

THIRD: The Corporation is nonprofit and shall not have or issue shares of stock or pay dividends.

FOURTH: The duration of the Corporation shall be perpetual.

FIFTH: The Corporation shall have no members.

SIXTH: 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 any candidate for public office. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on

(i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or the corresponding provision of any future United States internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States internal revenue law.

SEVENTH: The name and post office address of the Incorporator of the Corporation is as follows:

MAYRA PARLAPIANO
6650 S.W. 118 STREET
MIAMI, FL 33156

EIGHTH: 1) The number of directors and the method of their appointment shall be determined by the Bylaws of the Corporation, and shall be subject to change from time to time as the Bylaws may be amended. The number of directors shall never be less than three (3).

2) The number of directors constituting the initial Board of Directors of the Corporation is 3, and the names

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and addresses of the persons who are to serve as the initial directors are:

| NAME | ADDRESS |
|------------------|----------------------------------|
| MAYRA PARLAPIANO | 6650 SW 118 ST, MIAMI, FL 33156 |
| KAREN COLOERT | 4465 SW 14 ST, MIAMI, FL 33134 |
| PAT PEREZ | 14956 SW 113 ST, MIAMI, FL 33196 |

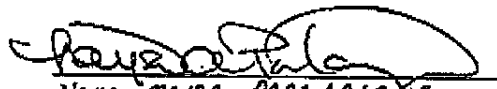
3) THE CORPORATION'S MAILING ADDRESS AND PRINCIPAL OFFICE IS:
6650 SW 118 ST, MIAMI, FL 33156

NINTH: Upon 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 Code, or the corresponding provision of any future United States internal revenue law, or to such organization or organizations which are described in Section 170(c) (1) or (2) of the Code, or the corresponding provision of any future United States internal revenue law, as the Board of Directors shall determine. 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 upon dissolution of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The personal liability of a director to the Corporation or its members for monetary damages for breach of duty as a director shall be limited to an amount that is equal to the compensation received by the director for serving the Corporation during the year of the violation if such breach did not (A) involve a knowing and culpable violation of law by the director, (B) enable the director or an associate to receive an improper personal gain, (C) show a lack of good faith and a conscious disregard of the duty of the director to the Corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the Corporation, or (D) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the Corporation.

Dated at Miami, FL this 10 day of Sept, 1999.

I hereby declare, under the penalties of false statements, that the statements made in the foregoing certificate are true.


Name: MAYRA PARLAPIANO
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

First that WOMEN OF THE KINGDOM, INC
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has
named MAYRA PARLAPIANO
(Name of Registered Agent)
located at 6650 SW 118 STREET
(P.O. Box Not Acceptable)
City of MIAMI County of MIAMI-DADE State of Florida, as its
agent to accept service of process within this state.

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.

SIGNATURE


Registered Agent

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MIAMI-DADE COUNTY
FLORIDA