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TRANSMITTAL LETTER

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

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-11/01/99-01065--010
*****78.75 *****78.75

Subject: MERCY HOUSE MINISTRIES, INC.
(proposed corporate name)

Enclosed are an original and one (1) copy of the Articles of Incorporation for a "Not For Profit Corporation" and Certificate Designating Place of Business, and check in the amount of \$78.75 for filing fee, and certificate designating place of business.

Please return to:

Billy D. Benton
446 Waterview Drive
Polk City, FL 33868
(863) 984-2265

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch NOV 3 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
MERCY HOUSE MINISTRIES, INC.

The undersigned incorporators to these Articles of Incorporation, who are natural persons competent to contract, with this form a Non-Profit Corporation under Chapter 617 of the Florida Not-For-Profit Corporation Act.

ARTICLE I. NAME

The name of the corporation is: **MERCY HOUSE MINISTRIES, INC.**

ARTICLE II. PERMITTED ACTIVITIES

The general nature of The Corporation's activities is to engage exclusively for charitable and religious purposes permitted by the laws of the United States and the State of Florida or any other state, territory, district, or possession of the United States, including, for such purposes, the making of distributions to organizations under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation is not organized or operated for the benefit of private interests, such as the incorporator or the incorporator's family, directors of the corporation, other designated individuals, or persons controlled directly or indirectly by such private interests.

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 this Article. 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 on opposition to any candidate for public office.

Despite 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 IRS Code Section 501 (c) (3), or shall be distributed to the federal government, or to a state or local government, for a public purpose upon the

recommendation of the Board of Directors. 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 III. TERM OF EXISTENCE

The existence of this corporation is to begin upon the filing of these Articles and shall continue perpetually after that.

ARTICLE IV. PRINCIPAL OFFICE ADDRESS

The street address of this corporation and its initial registered office in the State of Florida is:

446 Waterview Drive
Polk City, FL 33868

The Board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places within or without the State of Florida as it may designate.

ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office in the State of Florida is:

446 Waterview Drive
Polk City, FL 33868

The name of the corporation's initial registered agent at that address is:

Billy D. Benton

The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VI. DIRECTORS

The corporation shall have four directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. Directors are to be

appointed or elected as stated in the corporation bylaws.

ARTICLE VII. DIRECTOR'S POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to allow contracts or other transactions between the corporation and one or more of its directors, and to exercise such other powers of the corporation as is not inconsistent with these Articles or any bylaws that may be adopted by the directors.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors as members or employees, or in which they are interested, or between this corporation and any other corporation, association, or other enterprise of which one or more of its directors, members, officers or employees, or in which they are interested, shall be deemed to be invalid because of the presence of Such director or directors at the meeting of the Board of Directors, of this corporation, which acts upon, or concerning, such contracts or transaction, or because of his/her or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, and in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

ARTICLE VIII. ORIGINAL DIRECTORS

The name and address of each member of the first Board of Directors are:

Billy D. Benton	446 Waterview Dr. Polk City, FL 33868
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Pamela J. Benton	446 Waterview Dr. Polk City, FL 33868
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Douglas V. Bailey, Sr.	5005 Dorman Rd. Lakeland, FL 33813
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Diane B. Bailey	5005 Dorman Rd. Lakeland, FL 33813
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ARTICLE IX. INCORPORATORS

The name and address of the incorporators to these Articles of Incorporation and their receptive initial ownership interests are:

Billy D. Benton	446 Waterview Dr. Polk City, FL 33868	25%
Pamela J. Benton	446 Waterview Dr. Polk City, FL 33868	25%
Douglas V. Bailey, Sr.	5005 Dorman Rd. Lakeland, FL 33813	25%
Diane B. Bailey	5005 Dorman Rd. Lakeland, FL 33813	25%


ARTICLE X. AMENDMENTS

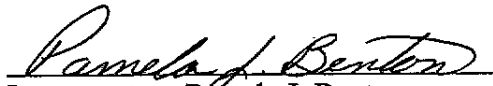
The corporation reserves the right, within the parameters of the exempt purposes established herein, to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or from now on prescribed by law. And all rights conferred on directors herein are granted and subject to this reservation. Every amendment must be approved by the Board of directors, by a majority of the vote thereon or in such other manner as may be provided by law.

ARTICLE XI. ACTION OF DIRECTORS WITHOUT MEETING

No action of the directors may be taken without a meeting, unless a consent in writing setting forth the action to be taken shall be signed by all of the directors of the corporation who are entitled to vote and be filed with the secretary of the corporation as part of the corporate records. It is not necessary that all directors sign the same document.


Incorporator, Billy D. Benton


Incorporator, Douglas V. Bailey, Sr.


Incorporator, Pamela J. Benton


Incorporator, Diane B. Bailey

Dated the 23rd. day of October 1999.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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MERCY HOUSE MINISTRIES, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted according to said Act:

That Mercy House Ministries, Inc. desiring to organize under the laws of the State of Florida, as a "Not For Profit Corporation" with its principal office, as indicated in the Articles of Incorporation, at the city of Polk City, county of Polk; located in Florida, has named Billy D. Benton at 446 Waterview Dr., Polk City, FL 33868 as its agent to accept process within this state.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.



Billy D. Benton
Registered Agent
(863) 984-2265