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LAZARUS CORPORATE FILING SERVICE

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3320 S.W. 87 AVENUE

(Address)

MIAMI, FLORIDA (305)552-5973

(City, State, Zip) (Phone #)

TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PRAISE AND EVANGELISM PROMOTIONS, INC. (Corporation Name) (Document #)
2. INC. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

FILED
00 AUG 17 AM 1:16
SECRETARY OF STATE
TALLAHASSEE FLORIDA

- Walk in Pick up time 2:00 Certified Copy
- Mail out Will wait Photocopy Certificate of Status

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08/17/00-01011-018
*****78.75 *****78.75

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|---------------------------------------|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/QUALIFICATION | |
|-------------------------------------|---------------------|
| <input checked="" type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

RECEIVED
00 AUG 17 AM 10:24
DIVISION OF CORPORATION

Examiner's Initials

Eugene Fitz-Ritson

Attorney-at-law

561 N W 183rd Street

Miami, FL 33169

Tel: (305) 770-0940 Fax: (305) 653-2359

August 16, 2000

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

Re: Praise And Evangelism Promotions, Inc.

Dear Sir,

Enclosed please find original and copy of the Articles of Incorporation for Praise And Evangelism Promotions, Inc., along with my trust account check number 1331 in the amount of \$78.75 payable to the Florida Department of State to cover the cost of filing and the Certificate of Status.

Sincerely,


Eugene Fitz-Ritson.

**ARTICLES OF INCORPORATION
OF
PRAISE AND EVANGELISM PROMOTIONS, INC.**

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

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TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of the Corporation shall be: **PRAISE AND EVANGELISM
PROMOTIONS, INC.**

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

**15460 SW 74TH CIRCLE COURT,
UNIT # 1006,
MIAMI, FLORIDA 33193**

**ARTICLE III
DURATION AND BEGINNING OF CORPORATE EXISTENCE**

The Corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V
CAPITAL STOCK

The Corporation is authorized to have outstanding one class of stock designated as common stock. The maximum number of shares of common stock which the Corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the Corporation's securities.

ARTICLE VI
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name of the initial Registered Agent of this Corporation is **CAROL L. GRANT, ESQ.** The street address of the initial Registered Agent of the corporation in the State of Florida is **561 NW 183rd Street, Miami, Florida 33169.**

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The Corporation shall have one (1) initial director. The number of directors may be increased or decreased from time to time in the manner provided in the bylaws of the Corporation. The name and street address of the initial director is **DONNIE S. BURKE, of 15460 SW 74TH CIRCLE COURT, UNIT # 1006, MIAMI, FLORIDA 33193.**

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is: **DONNIE S. BURKE, of 15460 SW 74TH CIRCLE COURT, UNIT # 1006, MIAMI, FLORIDA 33193.**

ARTICLE IX
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders.

ARTICLE X
INDEMNIFICATION

The Corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the Corporation, or any former officer, director, employee, or agent of the Corporation, or any person who at the request of the Corporation is or was serving as a director, officer, employee, or agent of another corporation partnership, joint venture, trust or other enterprise.

ARTICLE XI
AMENDMENT

The Corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

ARTICLE XII
BUY OUT PROVISION

Should any stockholder desire to sell his or her stock, said stockholder shall so notify the other stockholders, in writing, of his or her intentions to sell. That upon receipt of said notification, the corporation shall authorize the accountant then employed by said corporation to make a full and complete audit of the books of said corporation, using standard accounting methods and principles in order to determine the book value of said corporation. Upon determination of the book value, the price of the stock shall be the buy-out figure and the person so desirous of selling must accept the price as set forth by the accountant. The remaining stockholder or stockholders shall purchase said stock in proportionate shares to the percentages that they presently own and the seller shall get 50% of the purchase price within thirty days from the date that the audit is completed and the balance thirty days thereafter. If, however, the remaining stockholder or stockholders do not wish to purchase the selling stockholder's stock proportionately, or one stockholder completely, then in that event the selling stockholder shall have the right to buy the remaining stockholder's stock at the price and terms as set forth hereinabove.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 15th day of August, 2000.



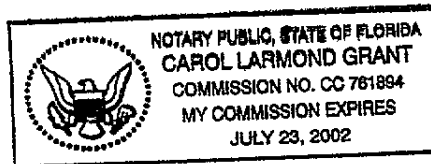
DONNIE S. BURKE

STATE OF FLORIDA)
)
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared **DONNIE S. BURKE**, who is personally known to me, and he executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15th day of August
2000.

Carol L. Grant
NOTARY PUBLIC, State of Florida



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

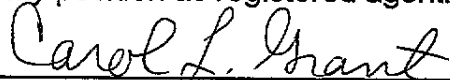
Pursuant to the provisions of Section 48.091, Florida Statutes, the Corporation named herein, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida:

1. The name of the Corporation is:

PRAISE AND EVANGELISM PROMOTIONS, INC.

The name and address of the registered agent and office is: **CAROL L. GRANT, ESQ., 561 NW 183RD STREET, MIAMI, FLORIDA 33169.**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in this statement, 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.


CAROL L. GRANT, ESQ.

Date: August 15, 2000.

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TALLAHASSEE FLORIDA