

P01000011262

Ferdinand & Sullivan, P.A.

Attorneys at Law
100 W. Cypress Creek Road
Suite 910
Fort Lauderdale, FL 33309-2112

Jon J. Ferdinand
Karen Sullivan

Broward :954-776-5822
Fax :954-491-4911

FILED
01 JAN 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 25, 2001

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

900003590289--0
-01/29/01--01104--019
*****78.75 *****78.75

Re: PRAISE RESOURCES, INC.
Our File No.: 2000-1354

Dear Sir or Madam:

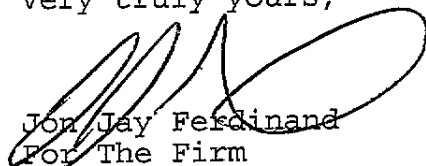
Please find enclosed the following:

1. Original of Articles of Incorporation for PRAISE RESOURCES, INC.;
2. This firm's check payable to the Department of State in the amount of \$78.75, representing the filing fee of \$70.00 and \$8.75 for a certified copy of the same.

Please return the certified copy of the Articles of Incorporation to this office in the enclosed self-addressed, stamped envelope.

Thank you for your consideration with regards to the above matters and if you have any questions regarding same, please advise.

Very truly yours,



Jon Jay Ferdinand
For The Firm

JJF:slf

Encl.

cc: client (with enclosure)

2000-1354\Ldeptstate.1

ARTICLES OF INCORPORATION
OF
PRAISE RESOURCES, INC.

FILED
01 JAN 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, Chapter 607 of the laws of the State of Florida, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

PRAISE RESOURCES, INC.

The address of the principal office of the corporation shall be 2800 W. Prospect Road, Fort Lauderdale, FL 33309, and the mailing address of the corporation shall be 2800 W. Prospect Road, Fort Lauderdale, FL 33309.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2800 W. Prospect Road, Fort Lauderdale, FL 33309, and the name of the initial registered agent of the corporation at that address is Reverend Jerry Williamson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

ARTICLE VIII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and the affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have eight (8) directors, initially. The name and street address of the initial members of the Board of Directors are:

Reverend Jerry Williamson
2800 W. Prospect Road
Fort Lauderdale, FL 33309

Dr. Alfred Smith
2200 Wade Hampton Blvd.
Greenville, SC 29615

David Smith
3008 N.W. 46th Street
Tamarac, Florida 33309

Joy W. Alley
5604 Bayberry Lane
Tamarac, Florida 33319

Dr. Kenneth Renfrow
5116 N.W. 66th Avenue
Fort Lauderdale. Florida 33319

Lynn Lineman
8207 S.W. 12th Place
North Lauderdale, Florida 33068

Rev. Gary Dull
315 40th Street
Altoona, Pennsylvania 16602

Jon Jay Ferdinand, Esquire
3700 Coral Springs Drive
Coral Springs, Florida 33065

ARTICLE IX. OFFICERS

The names and street addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Reverend Jerry Williamson
President
2800 W. Prospect Road
Fort Lauderdale, FL 33309

David Smith
Vice-President
3008 N.W. 46th Street
Tamarac, Florida 33309

Dr. Kenneth Renfrow
Secretary
5116 N.W. 66th Avenue
Fort Lauderdale. Florida 33319

Lynn Lineman
Treasurer
8207 S.W. 12th Place
North Lauderdale, Florida 33068

ARTICLE X. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Reverend Jerry Williamson
2800 W. Prospect Road
Fort Lauderdale, FL 33309

ARTICLE XI.

No contract or other transaction between the Corporation and any other Corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he or she were not such Director or officer of such other Corporation or not so interested.

ARTICLE XII.

A. Stockholders Agreements. The Corporation and its Stockholders or the Stockholders among themselves, may enter into agreements, voluntarily or involuntarily, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the Stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Such agreements may include such restrictions during the lifetime or upon the death or legal incompetence of any Stockholder. Nothing in the Article of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.

B. Indemnification of Directors. The Corporation shall indemnify any Director who by virtue of being an officer or Director of this Corporation, is made a part to any action or proceeding, except when such Director is adjudged guilty of malfeasance in the discharge of his or her duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.

C. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

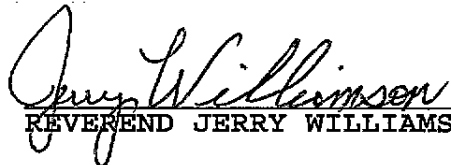
D. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him or her in the course of the action or proceedings.

ARTICLE XIII.

A. These Articles of Incorporation are amendable upon approval by the Board of Directors of proposals submitted by the Stockholders and subsequently approved at a Stockholders meeting by fifty-one (51%) percent of the stock entitled to vote.

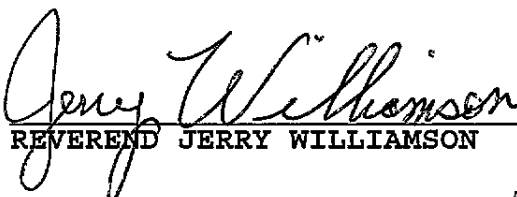
B. The amending process contained in Paragraph A. above may be suspended and amendments made upon written approval by all of the Directors and Stockholders.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 25th day of January, 2001.


REVEREND JERRY WILLIAMSON

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

I, REVEREND JERRY WILLIAMSON, having a business office at 2800 W. Prospect Road, Fort Lauderdale, FL 33309, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Sections 607.0501 and 607.0505, Florida Statutes.


REVEREND JERRY WILLIAMSON

2000-1354\articles

FILED
01 JAN 29 AM 9:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA