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STONES & CARDENAS

ATTORNEYS AT LAW

221 SIMONTON STREET, KEY WEST, FL 33040
TELEPHONE (305) 294-0252 FAX (305) 292-5442

ADELE VIRGINIA STONES, P.A.

SUSAN M. CARDENAS, P.A.

March 25, 2003

VIA FEDERAL EXPRESS

Ms. Annette Ramsey
Florida Department of State
Division of Corporations
Amendment Section
409 E. Gaines Street
Tallahassee, FL 32314

Re: Articles of Merger for: Old Key Stone Church, Inc.

Dear Ms. Ramsey:

Pursuant to our recent telephone conversation, please be advised that this firm represents Terry Willis and Teresa Willis, the owners of Old Key Stone Church, Inc., a Kentucky corporation which has been registered as a foreign corporation in the State of Florida. My clients would like to merge the Kentucky corporation, with a newly formed Florida corporation of the same name.

Enclosed please find the following:

1. Articles of Incorporation for Old Key Stone Church, Inc., a new, Florida for-profit corporation.
2. Articles of Merger signed by officers of Old Key Stone Church, Inc. the Florida corporation, and Old Key Stone Church, Inc., the Kentucky corporation.

I have enclosed a check in the amount of \$157.50, made payable to the "Department of State" in payment of: (i) filing fees of \$78.75 for the new corporation; (ii) filing fees of \$70.00 for the merger; and (iii) filing fees of \$8.75 for a certified copy of the Articles of Merger.

Please process these Articles of Incorporation and Articles of Merger and kindly return a certified copy to me, in the enclosed Federal Express, self-addressed return envelope.

Ms. Annette Ramsey

March 25, 2003

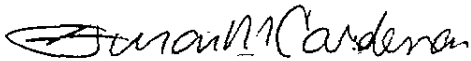
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Please return all correspondence concerning this matter to:

Susan M. Cardenas, Esq.
Stones & Cardenas
221 Simonton Street
Key West, FL 33040
Telephone: 305-294-0252
Facsimile: 305-292-5442
e-mail: susancardenas@bellsouth.net

Thank you in advance for your kind assistance. If you have any questions, or if you require further information concerning this matter, please do not hesitate to contact me.

Sincerely,



Susan M. Cardenas

SMC:st

Enclosures as stated

c: Teresa Willis

**ARTICLES OF INCORPORATION
OF
OLD KEY STONE CHURCH, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is to certify that the undersigned does hereby establish a corporation under and by virtue of the provisions of Chapter 607, Title XXXVI, Florida Statutes and acts amendatory thereof, for the purposes and under the corporation hereinafter mentioned, and to that end, does, by these Articles of Incorporation, set forth the following:

ARTICLE I

The name of the corporation is OLD KEY STONE CHURCH, INC.

ARTICLE II

The address of the initial registered offices of the corporation shall be 333 Julia Street, Key West, Florida 33040 and the name of the initial registered agent for the corporation shall be Teresa Willis, a resident of the State of Florida.

ARTICLE III

The mailing address of the corporation is 333 Julia Street, Key West, Florida 33040 and the principal office address of the corporation is 333 Julia Street, Key West, FL 33040.

ARTICLE IV

The nature of the business and the objects and purpose or purposes to be transacted, promoted, or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida. In addition, the

corporation shall have the power to carry on business of any character that is not prohibited by law or required to be stated in the articles.

ARTICLE V

The total number of shares which this corporation is authorized to issue is 100 shares of common stock with one dollar (\$1.00) par value for each share. Shareholders of the corporation shall have a preemptive right to purchase treasury or non issued capital stock of the corporation and to vote their shares on a cumulative basis for the election of the Board of Directors.

ARTICLE VI

The initial Board of Directors of the corporation shall consist of two (2) persons, and the name and address of the individuals who are to serve as the directors of the corporation are as follows:

Teresa Willis
333 Julia Street
Key West, Florida 33040

Eric Smith
333 Julia Street
Key West, Florida 33040

ARTICLE VII

The period of duration of the corporation is perpetual.

IN WITNESS WHEREOF, I set my signature this 24 day of February, 2003.



Teresa Willis
Incorporator

STATE OF FLORIDA:
COUNTY OF MONROE:

I, the undersigned Notary Public in and for the jurisdiction aforesaid do hereby certify that Teresa Willis, who is personally known to me or who produced _____, as identification, and whose name is signed to the foregoing Articles of Incorporation has acknowledged the same before me.

Given under my hand and seal this 24th day of February, 2003.

Susan M. Cardenas
Printed Name of Notary


NOTARY PUBLIC


My Commission Expires:



CONSENT OF REGISTERED AGENT

I hereby certify that I, Teresa Willis, the undersigned do accept and acknowledge that I am the Registered Agent, as defined in Florida Statutes, for the Florida corporation and that the registered office at which I am a registered agent is 333 Julia Street, Key West, FL 33040, as designated in the foregoing Articles of Incorporation.

Signed and acknowledged at Key West, Florida, this 24 day of February, 2003.


Teresa Willis
Registered Agent

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