

P96000076429

Charter Number Only

9-4-96 Tracey

Robert B. Lankey cma

9300 S. Dadeland Blvd.

Miami, FL 33156

City State ZIP Phone
#670-5050

VALIDATION ONLY

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-09/09/96--01025--018

****122.00 ****122.00

400001942054

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*****0.50 *****0.50

CORPORATION(S) NAME

National Baptist Convention Holdings, Inc.

Empire Toll Free: 1-800-432-3028

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of Registered Agent
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Certificate Under Seal
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input type="checkbox"/> Pick Up
		<input type="checkbox"/> After 4:30
		<input type="checkbox"/> Mail Out

Name	
Availability	
Document	
Examiner	
Updater	
Verifier	
Acknowledgment	
W P Verifier	

CERTIFIED

FILED
96 SEP 13 PM 1:04
TALLAHASSEE, FLORIDA



96 SEP 11 10 51
FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

96 SEP 11 10 51
DIVISION OF CORPORATION

September 9, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: NATIONAL BAPTIST CONVENTION HOLDINGS INC.
Ref. Number: W96000018822

We have received your document for NATIONAL BAPTIST CONVENTION HOLDINGS INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 096A00041889



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 11, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: NATIONAL BAPTIST CONVENTION HOLDINGS INC.
Ref. Number: W96000018822

We have received your document for NATIONAL BAPTIST CONVENTION HOLDINGS INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 796A00042309

FILED
96 SEP 13 PM 1:04
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
NATIONAL BAPTIST CONVENTION HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is NATIONAL BAPTIST CONVENTION HOLDINGS, INC.

**ARTICLE II
DURATION**

The term of existence of the Corporation is perpetual.

**ARTICLE III
NATURE OF BUSINESS**

The nature of the business to be conducted by the Corporation is:

1. To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV
CAPITAL STOCK**

The aggregate number or shares which the Corporation has authority to issue is 1,000 (One Thousand), all of which shall be common stock having a par value of ONE DOLLAR (\$1.00) per share.

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ARTICLE V
PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury stock of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury stock.

ARTICLE VI
REGISTERED OFFICE

The street address of the initial registered office of the Corporation is:

100 Robinson Avenue
Palatka, Fl 32178

The name of the registered agent at such address is:

Dr. Frederick Demps

ARTICLE VII
PRINCIPAL OFFICE

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

100 Robinson Avenue
Palatka, Fl 32178

ARTICLE VIII
DIRECTORS

The initial Board of Directors of the Corporation shall consist of three (3) members. Changes in the number of members comprising the Board of Directors shall be made by amendment to the Corporation's by-laws.

The names and addresses of the three members of the first Board of Directors are:

Dr. Henry J. Lyons
3455 26th, Avenue
St. Petersburg, Fl. 33711

Dr. Frederick Demps
Route 6, Box 824
Palatka, Fl 32177

Julius V. Jackson
1671 NW 195th Street
Miami, Fl 33169

ARTICLE IX INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

Dr. Frederick Demps
Route 6, Box 824
Palatka, Fl 32177

Julius V. Jackson
1671 NW 195th Street
Miami, Fl 33169

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

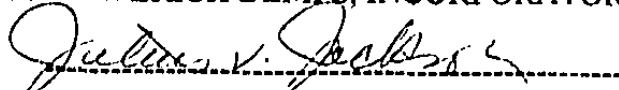
ARTICLE XI
RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto, and any writing inferred upon the shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st. day of July, 1996.



DR. FREDERICK DEMPS, INCORPORATOR

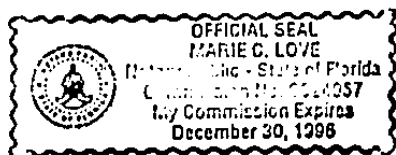


JULIUS V. JACKSON, INCORPORATOR

STATE OF FLORIDA) SS
COUNTY OF DADE)

On this 1st day of July 1996, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared, DR. FREDERICK DEMPS AND, JULIUS V. JACKSON known to me and known to be the persons whose names are subscribed to the above Articles of Incorporation, and who acknowledged that they executed the same for the purposes therein contained and who produced Driver's Licensees as proof of their identity.

Witness my hand and official seal in the aforesaid State and County this 1st day of July, 1996.




Notary Public, State of Florida

MARIE C. LOVE
Printed Name of Notary Public

**CERTIFICATE AND ACKNOWLEDGMENT
OF REGISTERED AGENT**

CERTIFICATE OF REGISTERED AGENT

OF

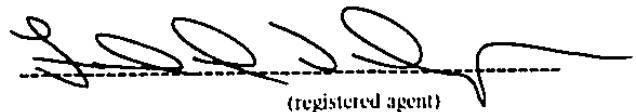
NATIONAL BAPTIST CONVENTION HOLDINGS, INC.

(name of corporation)

Pursuant to Florida Statutes sections 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at: 100 Robinson Ave., Palatka, Fla. 32978 has named DR. FREDERICK T. DEMPS located at the aforesaid address, as its Registered Agent to accept serve of process within this state.

ACKNOWLEDGMENT

Having been named as Registered Agent to accept serve of process for the above stated corporation at the place designated in this certificate, and being familiar with the obligations of that position, I hereby accept to accept in this capacity, and agree to comply with the provisions of Florida Law in keeping open said office.



(registered agent)

NBC INC

FILED
96 SEP 13 PM 1:04
RECEIVED BY STATE
TALLAHASSEE, FLORIDA