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Bozeman and Associates, P.A.
Attorneys and Counselors at Law
Suite 233, 126 West Adams Street
Jacksonville, Florida 32202
(904) 633-9933

September 10, 1997

Attn: Ms. Annette Hogan
Division of Corporation
Amendments Section
State of Florida
P.O. Box 6327
Tallahassee, FL 32314

FILED
97 SEP 15 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Filing of Amended Articles of
Incorporation of America's Prosperity Club, Inc.

Dear Ms. Hogan:

Enclosed please find the Amended Articles of Incorporation of America's Prosperity Club, Inc. We have also includes a filing fee of \$35.00 and a copy of the Amended Articles. Please file the Amended Articles and return the stamped copy to our law office at:

126 West Adams St.
Suite 233
Jacksonville, FL 32202

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-10/06/97--01150--005
*****35.00 *****35.00

Your prompt attention is appreciated. With best regards, I remain.

Sincerely, 
SABRINA K. BOZEMAN

SKB/jkc
enclosures: Amended Articles
Check for \$35.00

9/24/97
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C. TAX
T. I. R.
P. A. G. I. T. F. E.
N. I. S.
S. A. V. I. N. G. H. E.
D. E. F. I. C. I. E.

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AMENDED

ARTICLES OF INCORPORATION

OF

AMERICA'S PROSPERITY CLUB, INC.

I, the undersigned subscriber to these Articles of Incorporation, and natural persons competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATION NAME

The name of the corporation is America's Prosperity Club, Inc.

ARTICLE II - NATURE OF BUSINESS

The general nature of the business to be transacted in by this corporation is to establish a private club which will continually provide, expand, and develop benefit and life enhancement programs/services that promote and establish financial prosperity in the lives of its members.

To utilize the technical expertise of club members to educate, train and provide various forms of financial assistance and educational resource materials, empowering club members to become independently viable citizens; to facilitate economic empowerment and resource recycling for and among club members; and to do any and all acts necessary, convenient, expedient, and ancillary to the accomplishment of the foregoing and generally to have all other powers allowed to corporations under the laws of the United States and the State of Florida.

The corporation may also buy and sell real estate properties and businesses in and

around Florida, included but not limited to the City of Jacksonville. Furthermore, the corporation may manufacture, purchase or otherwise acquire, and own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, life enhancement benefits and services, of every class, kind and description. The corporation and/or its members may grant loan; contracts debts and borrow money; issue and sell or pledge bonds, debentures, promissary notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of club or corporate indebtedness as required.

The corporation may also guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock. The corporation may do all things necessary or ancillary to the accomplishment of the foregoing and generally to have all other powers allowed corporations under the laws of the United States and the State of Florida.

ARTICLE III - STOCK

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is: 1000

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other corporations' shares or property through merger or extinguishment of debts.

Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.

D. There shall be no more than nine (9) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS

The street address of the principal office of this corporation is 112 W. Adams St. Suite 701, Jacksonville, Florida 32202. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VI - DIRECTORS

The business affairs of the corporation shall be carried on by a President, two Vice-Presidents, a Secretary, a Treasurer, an Assistant Treasurer, a Chaplain, and two Members At Large, elected by shareholders as provided by the By-Laws of the corporation. A Director need not be a resident of the State of Florida.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the persons who shall serve as Directors and Officers until the first annual meeting of the shareholders, or until their successors shall have been elected and qualified, are as follows:

<u>NAMES</u>	<u>ADDRESS</u>
<i>Charles Spencer President</i>	<i>P.O. Box 9717 Jacksonville, FL 32208</i>
<i>Roscoe Branton, Jr. Vice President</i>	<i>P.O. Box 40764 Jacksonville, FL 32203</i>
<i>P. Karl Evelyn Vice President</i>	<i>2801 North Main Street # 208 Jacksonville, FL 32202</i>
<i>James Henderson Treasurer</i>	<i>920-A Phillip Randolph Boulevard Jacksonville, FL 32206</i>
<i>Abdullah Shah Assistant Treasurer</i>	<i>2616 Flanders Street Jacksonville, FL 32206</i>
<i>Sabrina Bozeman Secretary</i>	<i>126 W. Adams Street # 233 Jacksonville, FL 32202</i>
<i>Ray Williams Member At Large</i>	<i>P.O. Box 1746 Jacksonville, FL 32201</i>
<i>L. Lee Carter Member At Large</i>	<i>2801 North Main Street #208 Jacksonville, FL 32202</i>

ARTICLE VIII - INCORPORATOR

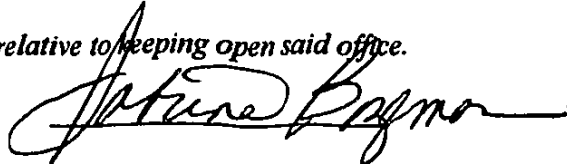
The name and address of the initial incorporator is as follows:

<i>Sabrina Bozeman</i>	<i>126 W. Adams Street #233 Jacksonville, FL 32202</i>
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ARTICLE IX - REGISTERED AGENT

The initial designation of the registered agent office of this corporation shall be Sabrina Bozeman, 126 West Adams Street # 233, Jacksonville, FL 32202. Pursuant to Florida Statutes

Section 607.164, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



Sabrina Bozeman - Secretary

ARTICLE X-AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholder sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI - SECTION 1244

This corporation and the shareholders hereof shall be subject to Section 1244 of the United States Internal Revenue Code.

ARTICLE XII - INDEMNIFICATION

This corporation shall indemnify, to the full extent permitted by law, an officer or Board Member sued or charged with any actions taken within the scope of his/her duties and responsibilities, as an officer or board member, or while engaged in any activities in a good faith furtherance of the goals and interests of the corporation.

IN WITNESS WHEREOF, SABRINA BOZEMAN, the incorporator, has hereunto set her hand and seal this 4th day of September, 1997.



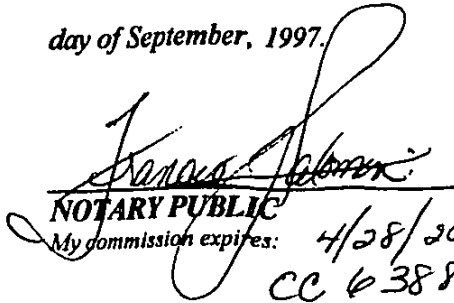
Sabrina Bozeman

These Articles of Amendment were adopted by all the shareholders on September 4, 1997.

**STATE OF FLORIDA
COUNTY OF DUVAL**

BEFORE ME, the undersigned authority, personally appeared, **SABRINA BOZEMAN**,
who, after first being duly sworn, deposes and says that she is the person described in the
foregoing Articles of Incorporation and she subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above, this 11th
day of September, 1997.


NOTARY PUBLIC
My commission expires: 4/28/2001
CC # 38870



Frances J. Salmon
MY COMMISSION # CC838870 EXPIRES
April 28, 2001
BONDED THRU TROY FAIR INSURANCE, INC.