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H. L. (Jack) Clark, III
1901 Highway A1A, Suite 4
Indian Harbour Beach, Florida 32937

November 2, 1998

Secretary of State
State of Florida
Corporate Division
P.O. Box 6037
Tallahassee, FL 32314

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-11/09/98--01056--016
****122.50 ****78.75

Re: Metanoia Press, Inc.

Dear Sir:

Enclosed please find original and one copy of Articles of Incorporation for METANOIA PRESS, INC. Enclosed is a check in the amount of \$122.50 to cover the filing fee, certified copy and Resident Agent fee.

Please file the enclosed document and return a certified copy to this office. Thank you for your attention to this request.

Sincerely,

H L Clark
H. L. CLARK, III

HLC:br
Enc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF INCORPORATION
OF
METANOIA PRESS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby associate ourselves to form a corporation for profit under the laws of the State of Florida.

ARTICLE I NAME

The name of this corporation is METANOIA PRESS, INC.

ARTICLE II-DURATION

This corporation shall have perpetual existence and shall commence to exist at the time of filing the Articles of Incorporation with the Secretary of State.

ARTICLE III-PURPOSE

This corporation is organized for the following: to publish, print and distribute Christian literature and to engage in any and all lawful business within the State of Florida.

ARTICLE IV-CAPITAL STOCK

The maximum number of shares that this corporation shall be authorized to have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a nominal and par value of One Dollar (\$1.00) per share.

ARTICLE V-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE AND AGENT

The street and mailing address of the initial registered office and principal office of this corporation is 1901 Highway 90A, Suite 4, Indian Harbour Beach, Florida 32937 and the name of the initial registered agent of this corporation is H. L. CLARK, III. The stockholders may from time to time designate such other post office address and place for the principal office of this corporation as they may see fit.

ARTICLE VII-BOARD OF DIRECTORS

Pursuant to Florida Statutes 607.11 this corporation shall be managed by the stockholders rather than by a Board of Directors.

ARTICLE VIII-INCORPORATORS

The name and post office address of each subscriber of this Article of Incorporation is as follows:

H. L. CLARK, III - 3700 N. Riverside Drive, Indialantic, Fl 32903

CAROL H. CLARK, - 3700 N. Riverside Drive, Indialantic, Fl 32903

ARTICLE IX-AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Amendments shall be approved by all the shareholders and said shareholders shall sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I the undersigned have hereunto set my hand and seal this 30 day of October, 1998.

H. L. Clark

H. L. CLARK, III

Carol H. Clark

CAROL H. CLARK

STATE OF FLORIDA)
COUNTY OF BREVARD)

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County I forenamed to take acknowledgements, personally appeared H. L. CLARK, III and CAROL H. CLARK, to me known personally and known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation.

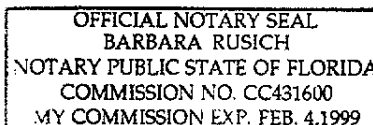
WITNESS my hand and official seal in the County and State forenamed, this 30 day of October, 1998.

Barbara Rusich

NOTARY PUBLIC

Barbara Rusich

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuant of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--METANOIA PRESS, INC. desiring to organize under the
laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at the City of
Indialantic, Brevard County, Florida, names H. L. CLARK, III as its
agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said Act relative to keeping open said office.



H. L. CLARK, III

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TALLAHASSEE FLORIDA