

A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141
(305) 868-5365

P 98 000 100257

November 12, 1998

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

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In Re: Incorporation of Universidad Metafisica
de la Florida

Gentlemen:

Please file the aforesaid corporation and return said
filed Articles and Resident Agent Form to:

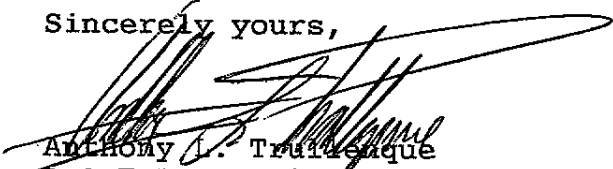
A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 12:09

Furthermore, please find herein enclosed the appropriate
check for the filing fees together with the Articles of
Incorporation and Designation of Resident Agent Form.

In the event you should have any questions, please do
not hesitate to call us at (305) 868-5365 or write to us at
the above styled address.

Sincerely yours,


Anthony L. Trullienque
A & T Accounting and Taxes

at/IT

cc: Archived

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Universidad Metafisica de la Florida
C/O A & T Accounting and Tax Service, Inc.
7098 Bonita Drive
Miami Beach, Florida 33141

November 24, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 NOV 25 PM 12:09

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

In Re: Incorporation of Universidad Metafisica de la Florida
English translation: University of Metaphysic of
Florida

Dear Gentlemen:

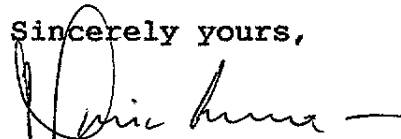
Please find enclosed the original Articles of
Incorporation together with the Resident Agent Designation
and appropriate filing fees.

Upon filing, please forward the certificate and recorded
Articles to:

Universidad Metafisica de la Florida
c/o A & T Accounting and Taxes
7098 Bonita Drive
Miami Beach, Florida 33141

Thank you for your time and cooperation and we look
forward to your response. In the event you should have any
questions regarding this letter or any other matter please do
not hesitate to contact us at (305) 868-5365 or write to us
at the above styled address.

Sincerely yours,



Maria Luna, Assistant
Administrator
A & T Accounting and Tax
Service, Inc.

jt/ML

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Enclosures

ARTICLES OF INCORPORATION
OF
UNIVERSIDAD METAFISICA
DE LA FLORIDA

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DIVISION OF CORPORATIONS
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The undersigned, for the purpose of associating to establish a corporation for the transaction of the business and the promotion and conduct of the objects and purposes hereinafter stated, and for the objective purpose of forming a Christian Company recognizing the Bible as the Divine Word of God, under the provisions and subject to the requirements of the Laws of the State of Florida, we do hereby file these Articles of Incorporation in writing and do hereby state as follows, to wit:

**ARTICLE ONE
NAME**

The name of the corporation is: ..

UNIVERSIDAD METAFISICA
DE LA FLORIDA

**ARTICLE TWO
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE THREE
PURPOSE**

The general nature of this corporation is to engage in the following activities:

A.) The authority to engage in and transact, within and without the State of Florida or the United States, any and all lawful activities permitted under the laws of the United States and/or of the State of Florida for which corporations may be incorporated under Chapter 607 of the Florida Statutes;

B.) The Corporation may more particularly engage in the following businesses an/or activities:

1.) To solicit contributions and gifts in order to share the gospel of Jesus Christ with the world, as we are instructed in Mark 16:15.

2.) To administer aid to the needy, showing the love of God as we are instructed;

3.) To engage in other lawful charitable, religious and educational activities as determined by its Board of Directors;

4.) To engage in any and all activities arising from and in connection with the Ministry of the Word of God and to conduct and operate a church, religious organization and/or place of worship together with the authority to engage in any and all activities related thereto including but not limited to education, counseling, preaching and sharing the Gospel of Jesus Christ.

5.) To engage in teaching religious education and all related activities as determined by its Board of Directors;

6.) To assist other charitable, religious and educational organizations in the conduct of similar activities;

7.) To establish in the main office or elsewhere all departments, ministries and activities necessary to carry out the purposes of the corporation; and

8.) To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

9.) In order to accomplish the foregoing charitable, religious and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to effect the following:

a.) Sue and be sued;

b.) Make contracts;

c.) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;

- d.) Act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- e.) Convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- f.) And do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

10.) To engage in the real estate and as broker, and in any lawful capacity, and generally to take, lease, or otherwise acquire, and to own, use, hold (including holding for investment), sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, manage, operate, deal in and dispose of real estate, real property, lands, multiple dwelling structures, houses, buildings, and other works and any interest or right therein;

11.) Furthermore, the corporation may take, lease, purchase or otherwise acquire, and own, use, hold, sell, convey, exchange, hire, lease, pledge, mortgage, and otherwise handle, and deal in and dispose of, as principal, agent, broker, and in any lawful capacity, such personal property, chattels, rights, easements, privileges, chooses in action, notes, bonds, mortgages, and securities as may lawfully be acquired, held, or disposed of, and to acquire, purchase, sell, assign, transfer, dispose of, and in general deal with, as principal, agent, broker, and in any lawful capacity, mortgages and other interests in real, personal and mixed properties.

ARTICLE FOUR CAPITAL STOCK

This corporation shall be authorized to issue one kind of stock which shall be deemed to be Common Stock. The total number of authorized shares shall be ten thousand (10,000) shares. Each share representing 1/10,000 of the ownership of the company. The Corporation shall assign a NO PAR VALUE to each and every share of Common Stock.

**ARTICLE FIVE
REGISTERED AGENT AND CORPORATE OFFICE**

The name and street address of the initial registered agent of this corporation is:

Celina Fernandez Diaz
1330 Coral Way, Suite # 204
Miami, Florida 33130

The corporate address and/or corporate headquarters shall be located at:

1330 Coral Way, Suite # 204
Miami, Florida 33130

**ARTICLE SIX
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially.

The names and addresses of the initial director of the corporation is:

Celina Fernandez Diaz
1330 Coral Way, Suite # 204
Miami, Florida 33130

1.) The Board of Directors shall consist of not fewer than one (1) members, and of not more than a maximum number determined by the Bylaws of the corporation as amended from time to time.

2.) The Board of Directors shall govern the corporation, and shall have all the rights and powers of a

Board of Directors under the laws of Florida and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of Florida, or the laws of the United States.

3.) The term of each member of the Board of Directors shall be as established in the Bylaws.

4.) Directors shall be elected by the remaining Directors by a majority vote, upon the expiration of a Director's term or a vacancy for any reason. If the Board of Directors is unable to select a successor Director(s), such successor(s) shall be appointed by the appropriate court of the parish in which the principal Florida Office of the corporation is then located.

**ARTICLE SEVEN
INCORPORATORS**

The initial incorporator is as follows:

Celina Fernandez Diaz
7133 Bay Drive # PH-3
Miami Beach, Florida 33141

**ARTICLE EIGHT
BY LAWS**

The initial By-laws of this corporation shall be adopted by the Director(s) and shall be altered, amended or repealed from time to time by the Board of Directors.

**ARTICLE NINE
AMENDMENT OF ARTICLES OF INCORPORATION**

The shareholders are given the right to amend or repeal any provision contained in these Articles of Incorporation, provided that a majority of the shareholders approve of such amendment or repeal. Amendments to the Articles of Incorporation shall be adopted and approved in the manner set forth under Florida law by the shareholders.

IN WITNESS WHEREOF, we the undersigned, being all the incorporators hereinabove named, do hereby certify that the above Articles of Incorporation are acknowledged and agreed upon among us and we have accordingly set our hands and seals this 30th day of October, nineteen hundred and ninety-eight (1998).



Celina Fernandez Diaz
Incorporator

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)
)
)
)

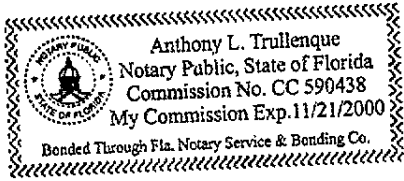
BEFORE ME, a Notary Public authorized to take acknowledgments in the State of Florida, County of Dade, and City of Miami Beach, personally appeared:

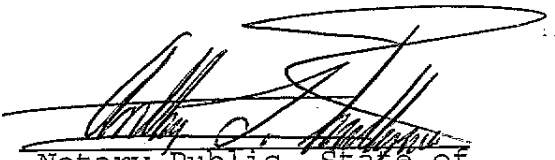
Celina Fernandez Diaz

and known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand affixed my official seal, in the State and County aforesaid, this 30th day of October, nineteen hundred and ninety eight (1998).

My commission expires:




Notary Public, State of Florida

DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

PURSUANT TO THE FLORIDA STATUTES, the following is submitted
in compliance with said Statutes:

Universidad Metafisica
de la Florida

is qualified to do business under the laws of the State of
Florida with its principal office at 1330 Coral Way, Suite
204, City of Miami, County of Miami Dade, State of Florida,
and has appointed Celina Fernandez Diaz residing at 1330
Coral Way, Suite # 204, City of Miami, County of Miami Dade,
State of Florida, as its agent to accept Service of Process
within this State.

A C K N O W L E D G M E N T
(must be signed by Designated Agent)

Having been named to accept Service of Process for the
above stated corporation, at the place designated in this
certificate, I hereby agree to act in this capacity and
further agree to comply with the provision of said Statutes
relative to keeping open said office.

BY: *Celina Fernandez Diaz*
Signature Required
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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