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## Florida Department of State

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

BIBLICAL COUNSELING SERVICES, INC.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 23, 1998

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SUBJECT: BIBLICAL COUNSELING SERVICES, INC.  
REF: W98000028638

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ARTICLES OF INCORPORATION OF

BIBLICAL COUNSELING SERVICES, INC.

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

Article I. NAME

The name of this corporation is: **BIBLICAL COUNSELING SERVICES, INC.** Its address is 530 Almeria Ave., Coral Gables, FL 33134.

Article II. DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these of Articles.

Article III. PURPOSE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

Article IV. CAPITAL STOCK

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000), all of which shall be common shares with a par value of One Dollar (\$1.00).

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 she or he already holds, shall have the right to purchase his or her pro rata share (as nearly as may be done without the issuance

PREPARED BY: Ramiro A. Areces  
Fla. Bar #746428  
530 Almeria Ave.  
Coral Gables, FL 33134  
(305)447-4683

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of fractional shares at the price at which it is offered to others).

**Article VI. INITIAL REGISTERED AGENT AND OFFICE**

The name and address of the initial Registered Agent of this corporation is: Ramiro A. Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

**Article VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two directors initially who shall serve until their successors, if any, are selected at the Shareholders' annual meeting. If and when so permanently constituted, the number of directors of the Board of Directors of the Corporation may be either increased or diminished from time to time in the by-laws but shall never be less than one. The name and address of the initial Directors of this corporation are:

Ramiro A. Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

Barbara Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

**Article VIII. INITIAL OFFICERS**

The name and address of the initial officers of this corporation is/are:

President: Ramiro A. Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

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Vice President: Barbara Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

Secretary/Treas. Barbara Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

**Article IX. INCORPORATORS**

The name and address of the person signing these Articles of Incorporation is:

Ramiro A. Areces  
530 Almeria Avenue  
Coral Gables, Florida 33134

**Article X. BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders of this corporation.

**Article XI. RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially at the first organizational meeting of this Corporation. Shares held by the initial shareholders may not be resold or otherwise transferred to other persons unless first offered to this corporation and then to the remaining shareholders. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all the shareholders of this corporation.

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**Article XII. MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporation powers shall be exercised by, or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

**Article XIII. MEETING BY CONFERENCE TELEPHONE**

Shareholders, officers and directors of the corporation may participate in special or regular meetings of said individuals by means of conference telephone as provided by law.

**Article XIV. INDEMNIFICATION**

The corporation shall indemnify any officer, or any former officer, to the full extent permitted by law.

**Article XV. AMENDMENT**

Amendments to the Certificate of Incorporation may be proposed by any member of the corporation and shall be adopted upon a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16<sup>th</sup> day of December, 1998.

WITNESS

Forrest Arce  
Alfredo Zegua

Ramiro A. Arce

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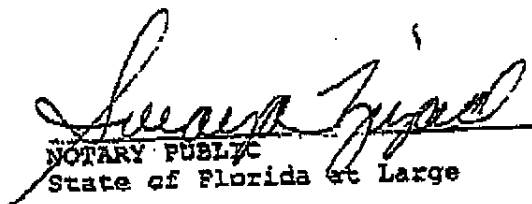
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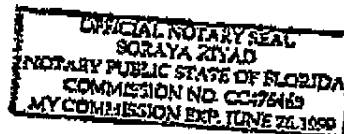
STATE OF FLORIDA )  
 ) ss:  
COUNTY OF DADE )

The foregoing instrument was acknowledge before me  
this 16 day of December, 1998 by RAMIRO A. ARECES, who is  
personally known to me, and who did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this  
16 day of December, 1998.

My Commission Expires:

  
NOTARY PUBLIC  
State of Florida at Large



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## ACCEPTANCE OF REGISTERED AGENT

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act:

First that BIBLICAL COUNSELING SERVICES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Miami, Dade County, State of Florida has named Ramiro A. Areces, located at 530 Almeria Avenue, Coral Gables, Florida 33134, as its agent to accept service of process within this state.

## ACKNOWLEDGMENT:

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 provision of said Act relative to keeping open said office.

By: R. A. Areces

RAMIRO A. ARECES  
REGISTERED AGENT

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