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PATRICIA KOTLER
7650 BAYSHORE DRIVE #603
TREASURE ISLAND, FLORIDA 33706
(727) 367-7527

May 6, 1999

Division Of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Reference: Exercise Your Faith, Inc., a proposed Florida Corporation

To Whom It May Concern:

Enclosed please find two copies of the of the executed Articles of Incorporation for
the above-named proposed Florida Corporation.

Also enclosed please find my check in the sum of \$ 78.75 covering the various fees.

Upon filing, please forward to the above address a certified copy of the enclosed Articles.

Thank you for your assistance in this matter.

Sincerely,

Patricia A Kotler

Patricia Kotler

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
EXERCISE YOUR FAITH, INC.**

THE UNDERSIGNED SUBSCRIBERS to these Articles Of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State Of Florida.

ARTICLE I

NAME OF THE CORPORATION : The name of the corporation shall be
Exercise Your Faith, Inc.

ARTICLE II

DURATION OF CORPORATE EXISTENCE : This corporation shall exist perpetually, commencing with the date and time of filing of these Articles Of Incorporation.

ARTICLE III

GENERAL PURPOSE : The general nature of the business to be transacted by this corporation, or the objects or purposes of this corporation shall be as follows:

- (A) The production and sale of clothing items which display religious themes.
- (B) To buy, sell, or otherwise deal and engage in any products, merchandise, articles, or property, whether tangible or intangible, whether real or personal;
- (C) To engage in any lawful enterprise, whether commercial, industrial, or agricultural, calculated or intended to be profitable to the corporation;
- (D) To generally engage in, do, or perform, any enterprise, act or vocation that a natural person might or could engage in, do or perform;

(E) To purchase, manufacture, or otherwise acquire, and to own, mortgage, pledge, sell, assign or otherwise dispose of and to invest in, trade, deal in and deal with goods, wares, merchandise and property of any and every nature;

(F) To purchase, lease, hold, or otherwise acquire real property or personal property, or any estate or interest therein, including choses-in-action and to improve, manage, operate, sell, mortgage, lease or otherwise dispose of any property;

(G) To loan money and to take mortgages and assignments of mortgages, to borrow money and contract debts when necessary for the transaction of the corporation's business or for any other lawful purpose, to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness, to issue mortgages or other security;

(H) To acquire, enjoy, utilize and dispose of patents, copyrights, franchises, trademarks and licenses;

(I) To generally carry on any other business in connection with the foregoing and to have and exercise all powers conferred by the laws of the State Of Florida upon corporations formed under the General Corporation Act of the State Of Florida.

THE FOREGOING CLAUSES, (A) through (I) inclusive, shall be construed without limitation or restriction.

ARTICLE IV

AUTHORIZED SHARES: The total number of shares of stock authorized to be issued by this corporation shall be 500 shares, each share being common stock, having unlimited voting rights, together entitled to receive the net assets of the corporation upon dissolution. All stock shall be paid for upon issuance, whether in cash, property or services at a fair valuation to be affixed by the Board Of Directors.

ARTICLE V

INITIAL CAPITAL: The amount of initial capital with which this corporation shall commence business shall not be less than the sum of FIVE HUNDRED (\$500.00) DOLLARS.

ARTICLE VI

INCORPORATORS: The name and address of the subscribing incorporator of this corporation is as follows:

Patricia Kotler
7650 Bayshore Drive #603
Treasure Island, Fl. 33706

ARTICLE VII

BOARD OF DIRECTORS: The initial Board Of Directors of this Corporation shall consist of the following named members:

Patricia Kotler
7650 Bayshore Drive #603
Treasure Island, Fl. 33706

Michael Kotler
7650 Bayshore Drive #603
Treasure Island, Fl. 33706

The Board Of Directors of this corporation shall never consist of less than one member. Subject to that limitation, the number of members of the Board Of Directors of this corporation may be increased or decreased by the stockholders or by the adoption of an appropriate By-Law.

A quorum for the transaction of business shall be a majority of the members of the Board Of Directors. The act of the majority of the members of the Board Of Directors present at a meeting at which a quorum is present shall constitute the act of the Board Of Directors.

ARTICLE VIII

AMENDMENTS: This corporation may, from time to time amend, alter, change or repeal any provision contained within these Articles Of Incorporation in the manner at that time prescribed by the laws of the State Of Florida.

ARTICLE IX

PRINCIPAL OFFICE: The initial street address in the State Of Florida of the principal office and the mailing address of this corporation shall be: 7650 Bayshore Drive #603, Treasure Island, Florida 33706.

The Board of Directors may, from time to time, remove the principal office to any other address within the State of Florida and further may establish branch offices, either within or without the State of Florida.

ARTICLE X

REGISTERED AGENT / REGISTERED OFFICE: The initially designated Registered Agent and Registered Office of this corporation within the State Of Florida shall be:

Patricia Kotler
7650 Bayshore Drive #603
Treasure Island, Florida 33706

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE XI

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT: The initially designated Registered Agent of this corporation, named immediately herein above, does hereby make the following statement in acceptance of this appointment:

I, Patricia Kotler, having been nominated pursuant to Florida Statutes, Chapter 607, to act in the capacity of Registered Agent of this Corporation, do hereby accept this appointment. I hereby acknowledge that I am familiar with and accept the obligations of that position.

Patricia Kotler
Patricia Kotler
(Print Name)

REGISTERED AGENT

ARTICLE XII

BY-LAWS: The Board Of Directors of this corporation shall adopt By-Laws, which shall govern the conduct and management of the affairs of this corporation, provided that the same shall not be inconsistent with the provisions of these Articles Of Incorporation or the laws of the State Of Florida or the laws of the United States of America.

The corporation's By-Laws may be, from time to time, altered, amended or repealed by the act of the Board of Directors or by the act of a majority of the shareholders.

IN WITNESS WHEREOF, the undersigned subscribing incorporators named herein above have set their hands and seals at St. Petersburg, Florida, this 4 day of May, 1999.

Patricia Kotler
Patricia Kotler
(Print Name)

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, the undersigned authority, duly authorized to take oaths and acknowledgments, personally appeared Patricia Kotler to me well known to be the person described in the foregoing and attached Articles Of Incorporation, who, after first by me having been duly sworn, deposed and said the following: I am the person described in and who executed the foregoing and attached Articles Of Incorporation. I hereby acknowledge that I executed the same freely and voluntarily, for the uses and purposes therein set forth. I hereby further acknowledge that all facts and matters therein contained are true and correct.

SWORN AND SUBSCRIBED TO before me this 4 day of May, 1999.

Tempe R. Diaz
NOTARY PUBLIC

My commission expires:

