

Renee' J. Miller

9525 Baron Miller Rd.
Pensacola, FL 32514
Telephone: (850) 478-5956
Facsimile: (850) 969-0817
E-mail: rjacquesmiller@worldnet.att.net

P990000 46544

May 14, 1999

600002877286--5
-05/17/99--01104--003
*****78.75 *****78.75

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Christian Resource Warehouse, Inc.

Dear Sirs:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for the above referenced entity along with a check for \$78.75. Please process this documentation appropriately and return the certified copy as proof of filing.

If you need additional information or have any questions, feel free to contact me.

Sincerely,


Renee' J. Miller

FILED
99 MAY 17 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. SMITH MAY 21 1999

W-11710
B



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 19, 1999

RENEE' J. MILLER
9525 BARON MILLER RD.
PENSACOLA, FL 32514

SUBJECT: CHRISTIAN RESOURCE WAREHOUSE, INC.
Ref. Number: W99000011710

We have received your document for CHRISTIAN RESOURCE WAREHOUSE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 099A00027725

**ARTICLES OF INCORPORATION
OF
CHRISTIAN RESOURCE WAREHOUSE, INC.**

I, the undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, do hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation shall be Christian Resource Warehouse, Inc. The corporation shall have perpetual existence, commencing on the date of filing of these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE II - PRINCIPAL OFFICE

The initial principal office and place of business and mailing address of this corporation shall be 9525 Baron Miller Road, Pensacola, FL 32514.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States or of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 400 shares of common stock, having a nominal par value of \$1.00 per share.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 MAY 17 PM 4:23

FILED

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9525 Baron Miller Road, Pensacola, FL 32514, and the name of the initial registered agent of this corporation at that address is Renee' J. Miller.

ARTICLE VI- DIRECTORS

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have four (4) directors initially. The number of directors may be increased or decreased from time to time by the bylaws adopted by the stockholders but there shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS AND OFFICERS

The names and addresses of the initial directors and officers of the corporation are as follows:

Renee' J. Miller - President/Treasurer
9525 Baron Miller Rd.
Pensacola, FL 32514

Rudolph John Barbaric - Vice-President
800 Horsemen's Path
Cantonment, FL 32533

David K. Miller - Director
9525 Baron Miller Rd.
Pensacola, FL 32514

Melanie A. Barbaric - Secretary
800 Horsemen's Path
Cantonment, FL 32533

ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator and the person signing the Articles of Incorporation is Renee' J. Miller, 9525 Baron Miller Road, Pensacola, FL, 32514.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended upon receiving the affirmative vote of the holders of two-thirds of the shares then outstanding at any regular or special meeting of the stockholders upon advance notice of the changes to be made. Upon approval of the Secretary of State, any such amendment shall become and be taken as part of the original Articles of Incorporation.

ARTICLE X - BYLAWS

The power to adopt, alter, amend or repeal the bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE XI - PREEMPTIVE RIGHTS

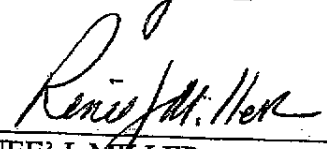
Every shareholder, upon the sale of any stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - RESTRICTION ON SALE OF STOCK

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of

the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the persons in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholders has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchasing as to any shares less than the total number of shares involved in such a bona fide offer.

IN WITNESS WHEREOF, I, the undersigned incorporator have executed these Articles of Incorporation this 14 day of May, 1999.

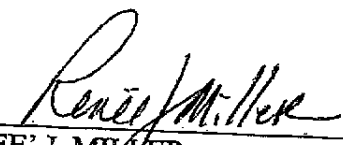

RENEE J. MILLER

CERTIFICATE AND KNOWLEDGEMENT OF REGISTERED AGENT

Certificate of Registered Agent of
Christian Resource Warehouse, Inc.

Pursuant to Florida Statutes Section 48.091 and 607.0501, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 9525 Baron Miller Road, Pensacola, FL 32514, has named Renee' J. Miller located at the aforesaid address, as its Registered Agent to accept service of process within this state.

Having been named as Registered Agent 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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



RENEE' J. MILLER

FILED

99 MAY 17 PM 4:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA