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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04-21-04
T.B.

TRANSMITTAL LETTER

**DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P. O. BOX 6327
TALLAHASSEE, FL 32314, USA.**

SUBJECT: ARTICLES OF INCORPORATION

NAME: PROJECT FAITH INTERNATIONAL, INC.

Dear Sir/Madame,

In Compliance with Chapter 617, F.S., (Not for Profit) enclosed are the Articles of Incorporation one (1) original and one (1) copy. A check for: \$78.75 for the filing fee and certified copy.

Please act favorable to the process and filing of said corporation. Once Articles of Incorporation are filed please forward the certified copy to:

**MR. RICHARD B. FEINBERG-PRESIDENT/CEO/Treasurer
PROJECT FAITH INTERNATIONAL, INC.
306 E. TYLER STREET, SUITE 300
TAMPA, FLORIDA, 33602, USA.
1-727-388-0312**

CERTIFICATE OF INCORPORATION

OF

PROJECT FAITH INTERNATIONAL, INC.

IN COMPLIANCE WITH CHAPTER 617, F.S., (NOT FOR PROFIT)

ARTICLE 1 – NAME:

Project Faith International, Inc.

ARTICLE 2 – PRINCIPAL OFFICE:

306 E. Tyler Street, Suite 300
Tampa, Florida, 33602, USA.

THE MAILING ADDRESS OF THE CORPORATION IS:

306 E. Tyler Street, Suite 300
Tampa, Florida, 33602, USA.

ARTICLE 3 – THE SPECIFIC PURPOSE FOR WHICH THIS CORPORATION IS ORGANIZED IS:

Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code.

ARTICLE 4 – MANNER OF ELECTION:

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

ARTICLE 5 – QUALIFICATIONS OF MEMBERSHIP:

The categories of membership, qualifications for members and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

ARTICLE 6 – INITIAL DIRECTORS AND/OR OFFICERS:

Richard B. Feinberg-President/CEO/Treasurer
306 E. Tyler Street, Suite 300
Tampa, Florida, 33602, USA.

Patrick R. Smith-Secretary
306 E. Tyler Street, Suite 300
Tampa, Florida, 33602, USA.

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TALLAHASSEE, FLORIDA

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ARTICLE 7 – INITIAL REGISTERED AGENT AND STREET ADDRESS:

**Richard B. Feinberg-President/CEO/Treasurer
306 E. Tyler Street, Suite 300
Tampa, Florida, 33602, USA.**

ARTICLE 8 – INCORPORATOR:

**Richard B. Feinberg-President/CEO/Treasurer
306 E. Tyler Street, Suite 300
Tampa, Florida, 33602, USA.**

ARTICLE 9 – INTERNAL REVENUE SERVICES PROHIBITED PROVISIONS:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 2 hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

This Corporation is not organized for the pecuniary benefit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of its members, directors, officers except to the extent permitted under the Not-for-Profit Corporation Law.

ARTICLE 10 – INDEMNIFICATION:

- 15.1 The Corporation may indemnify any of its officers or directors, made a party to an action by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she, his testator or her testrix or intestator, is or was a director or officer of the corporation, against amounts paid in settlement and the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him or her in connection with the defense of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged**

to have breached his duty to the Corporation under section 717 of the Not-for-Profit Corporation Law of the State of New York.

15.2 The indemnification authorized under paragraph 16.1 shall in no case include:

15.2.1 Amounts paid in settling or otherwise disposing of a threatened action, or a pending action with or without court approval, or

15.2.2 Expenses incurred in a defending a threatened action, or a pending action, which is settled or otherwise, disposed of without court approval.

15.3 The Corporation may indemnify any of its officers or directors made, or threatened to be made, a party to an action or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether criminal or civil, including an action by or in the right of any other corporation, of any type or kind, domestic or foreign, or any partnership, joint venture, trust or other enterprise, which any director or officer of the Corporation served in any capacity at the request of the Corporation, by reason of the fact that he or she, his testator or her testrix or intestate, was a director or officer of the Corporation, or served such other Corporation, partnership, joint venture in any capacity, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, if such director or officer acted in good faith for a purpose which he or she, reasonably believed to be in the best interest of the corporation and, in criminal actions or proceedings, in addition, had no reasonable cause to believe that his or her conduct was unlawful.

The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such director or officer did not act, in good faith, for a purpose which he or she reasonably believed to be in the best interest of the Corporation or that he or she had reasonable cause to believe that his or her conduct was unlawful.

ARTICLE 11 – DISOLUTION:

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE 12 – LIABILITIES FOR DEBTS:

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 13 – AMENDMENT:

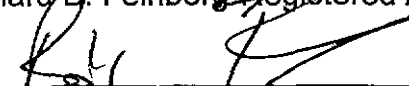
This Certificate of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of this Certificate of Incorporation be made.

ARTICLE 14 – APPROVALS/CONSENTS:

All approvals or consents required by the New York Not-for-Profit or any other statute of the State of New York if required are annexed to this Certificate.

IN WITNESS WHEREOF, Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Richard B. Feinberg-Registered Agent


Richard B. Feinberg-Incorporator