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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of CHURCH OF SCIENTOLOGY FREEWINDS RELAY OFFICE, INC., a corporation organized under the Laws of the State of Florida, filed on May 9, 1988, as shown by the records of this office.

The document number of this corporation is N26323.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
9th day of May, 1988.



Jim Smith

Jim Smith
Secretary of State

CR2E022 (8-87)

ARTICLES OF INCORPORATION
OF
CHURCH OF SCIENTOLOGY FREEWINDS RELAY OFFICE, INC.

FILED
NOV 15 1993
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

I, the undersigned, a natural person who has reached majority, and is competent to contract, desire to incorporate a non-profit religious corporation pursuant to the provisions of Florida Statutes, Chapter 617, the Florida Not For Profit Corporation Act, and pursuant to all other applicable laws, and do hereby adopt the following Articles:

ARTICLE I

Name of the Corporation

The name of the corporation shall be Church of Scientology Freewinds Relay Office, Inc.

ARTICLE II

Duration of the Corporation

The duration of the corporation shall be perpetual.

ARTICLE III

Purpose of the Corporation

The corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Florida Not For Profit Corporation Act exclusively for religious purposes. Its purpose is to espouse, present, propagate, practice, ensure, and maintain the purity and integrity of the religion of Scientology, as the same has been

developed by L. Ron Hubbard to the end that any person wishing to and participating in Scientology may derive the greatest possible good of the spiritual awareness of his Beingness, Doingness and Knowingness. More particularly, the corporation is formed for the purpose of providing a corporate organization through which and by means of which the operations and activities of a church, which as a church is subject to the ultimate ecclesiastical authority of the Church of Scientology International, a nonprofit religious corporation, and its respective successors in ecclesiastical authority, may be accomplished. More particularly, the corporation is formed for the accomplishment, without limitation, of the following more specific purposes:

- a. To serve as a means of promulgating and administering the religious faith of Scientology; and
- b. To regulate and conduct religious services, including worship services, and
- c. To conduct religious and educational activities of various kinds; and
- d. To foster and enhance the spiritual welfare of its followers.

ARTICLE IV

Power of the Corporation and Limitations Thereon

In the conduct of its activities and the accomplishment of its purposes, the corporation shall have, shall enjoy, and may exercise, to their fullest extent, all powers which nonprofit corporations are permitted by law to have and to enjoy includ-

ing all powers provided in Florida Statutes §617.021, PROVIDED,
HOWEVER, that:

a. The property of the corporation is irrevocably dedicated to religious purposes, and no part of the income or assets of the corporation shall ever inure to the benefit of any private party or individual except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make distribution in furtherance of the purposes set forth in Article III hereof; and

b. No substantial part of the activities of the corporation shall be devoted to attempts to influence legislation, by propaganda or otherwise, and the corporation shall not participate or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office; and

c. The corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954, or successor statutes of similar import; and

d. The corporation shall not carry on any activities not permitted to be carried on by a corporation described in §170(c)(2), contributions to which are deductible under §170(a) of the Internal Revenue Code of 1954, or successor statutes of similar import.

ARTICLE V

Initial Registered Office and Initial Registered Agent

The corporation's initial registered office shall be:

Suite 1450, Ashley Tower
100 South Ashley Drive
Tampa, Fl. 33602

The corporation's initial registered agent at the address
of its registered office shall be:

Paul B. Johnson

ARTICLE VI

Number, Name and Addresses of Initial Directors
of the Corporation

The number of directors constituting the corporation's
initial Board of Directors shall be three (3), and the names
and addresses of the persons who are to serve as the
corporation's initial Directors are:

Lise Cournoyer - 4751 Fountain Ave., Los Angeles, Ca.
90029

Carol Martiniano - 1400 N. Edgemont Ave., Los Angeles, Ca.
90029

Ann Marie Cunningham - 118 N. Ft. Harrison Ave.,
Clearwater, Fl. 34615

The number of the Corporation's Directors may not be
increased to more than five (5) or decreased to less than three
(3) without amendment of the Corporation's Articles of
Incorporation.

ARTICLE VII

Names and Addresses of Incorporator

The name and the address of the corporation's incorporator
is as follows:

Robert E. Johnson - Suite 1450, Ashley Tower
100 South Ashley Drive
Tampa, Fl. 33602

ARTICLE VIII

Membership

The sole member of this Corporation shall be the Church of Scientology International, a California nonprofit religious corporation.

ARTICLE IX

Capital Stock

This corporation is not authorized, nor shall it have the power, to issue capital stock.

ARTICLE X

Management of the Corporation

The affairs of the corporation are to be managed by the Board of Directors, which shall be the governing body of the corporation, and which shall have authority to control, regulate, oversee, and manage its activities, affairs, and properties. The Board of Directors shall be elected by the sole member of the Corporation at the annual meeting of the Membership or at any special meeting of the Membership called specifically for that purpose. The Directors shall serve at the pleasure of the sole member. The qualifications, powers, duties, and tenure of office of the Directors and the manner of calling and holding meetings of the Board of Directors shall be as stated in the By-Laws.

ARTICLE XI

Names of Officers of the Corporation

The names of the persons who are to act in the capacity of officers until the selection of their successors at the annual

meeting of the Board of Directors or at any special meeting called for that purpose are:

Lise Cournoyer - President/Treasurer
Ann Marie Cunningham - Secretary

ARTICLE XII

By-Laws

The Board of Directors shall have power to make, alter, adopt and amend the By-Laws for governing the affairs of the Corporation.

ARTICLE XIII

Disposition of the Corporation's Assets Upon Dissolution

In keeping with the religious purposes to which the corporation's property is irrevocably dedicated, upon the winding up and dissolution of the corporation, and after payment or adequate provision is made for its debts and obligations, the corporation's remaining assets shall be distributed to one or more nonprofit funds, foundations, trusts or corporations which are organized and operated exclusively for religious purposes, and which have established or are entitled to receive tax exempt status under §501(c)(3) of the Internal Revenue Code of 1954, or successor statutes of similar import.

ARTICLE XIV

Amendment of the Corporation's Articles of Incorporation

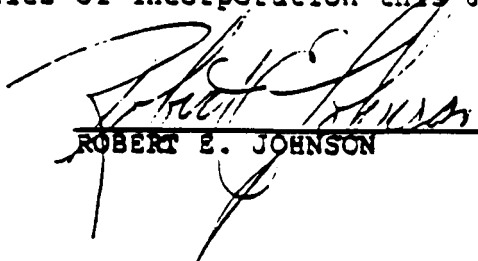
These Articles of Incorporation may be amended only upon the unanimous vote of the Board of Directors and the sole member of the Corporation.

ARTICLE XV

Written Consent

Any action required or permitted to be taken by the Board of Directors under any provision of law, may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such written action shall have the same force and effect as the unanimous vote of the Board. Any certificate or other document filed under any provisions of law, which relate to action so taken shall state that the action was taken by the unanimous written consent of the Board without a meeting, and that the Articles of Incorporation authorize the Board to so act.

IN WITNESS WHEREOF, the subscribing incorporator does hereby execute these Articles of Incorporation this 6th day of May, 1988.

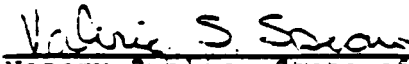


ROBERT E. JOHNSON (SEAL)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority personally appeared ROBERT E. JOHNSON, to me well known to be the person described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the said Articles for the purposes therein expressed.

WITNESS MY HAND AND OFFICIAL SEAL this 6th day of May, 1988.



Notary Public, State of Florida
at Large

My Commission Expires:

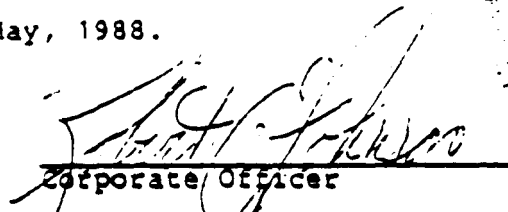
Notary Public, State of Florida
My Commission Expires: Jan. 25,
1993

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR SERVICE OF PROCESS WITHIN FLORIDA, AND NAMING RESIDENT AGENT

The following is submitted, in compliance with FLORIDA STATUTES.

That CHURCH OF SCIENTOLOGY FREEWINDS RELAY OFFICE, INC. with its principal place of business in the City of Tampa, State of Florida, desiring to organize or qualify under the laws of the State of Florida, has named PAUL B. JOHNSON, located at the street address Suite 1450, Ashley Tower, 100 South Ashley Drive, in the City of Tampa, State of Florida 33602, as its AGENT to accept service of process within FLORIDA.

DATED this 6th day of May, 1988.

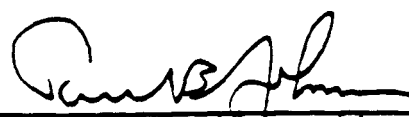


Corporate Officer

Robert E. Johnson,
Secretary

FILED
MAY 9 1988
TAMPA, FLORIDA

PAUL B. JOHNSON, having been named to accept service of process for the above stated corporation, at the place designated in this certificate, does hereby agree to act in this capacity, and does further agree to comply with the provisions of all statutes relative to the proper and complete performance of his duties.



PAUL B. JOHNSON, Resident Agent

DATE: May 6, 1988