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September 10, 2002

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

800007727338--3
-09/13/02--01027--016
*****35.00 *****35.00

Re: Zedakah Foundation, Inc.

Dear Sir or Madam:

Enclosed Statement of Change of Registered Agent and Certificate of Resolution in the above-captioned matter together with Zedakah's check in the sum of \$35.00 for your fee.

If you have any questions or comments, please do not hesitate to contact me.

Very truly yours,



R. Edward Cooley

REC/mef
Enclosures

F:\WPFILES\AA\Zedakah\Dept of State 9.10.02.Ltr.wpd

Cindy - GAVE
AUTHORIZATION BY PHONE TO
CORRECT # 5
DATE 9/20/02
DOO EXAM

RA/RO

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, this statement of change is submitted for a corporation organized under the laws of the State of Minnesota in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation: Zedakah Foundation, Inc.
2. The principal office address: 5900 Schaefer Road
Edina, MN 55436-1815
3. The mailing address (if different): _____
4. Date of incorporation/qualification: 07/09/1998 Document number: F98068003905
5. The name and street address of the current registered agent and registered office on file with the Florida Department of State:
Shepard, McCabe and Cooley
1450 West State Hwy 434, Suite 200
Longwood, FL 32750
6. The name and street address of the new registered agent (if changed) and /or registered office (if changed):
R. Edward Cooley, Esq.
1450 S.R. 434 West, Suite 200
(P.O. Box or personal mailbox NOT acceptable)
Longwood, FL 32750

The street address of its registered office and the street address of the business office of its registered agent, as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board, or the corporation has been notified in writing of the change.

Raymond F. Becker
(Signature of an officer, chairman or vice chairman of the board)

Raymond Becker, President
(Printed or typed name and title)

I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent. Or, if this document is being filed merely to reflect a change in the registered office address, I hereby confirm that the corporation has been notified in writing of this change.

R. Edward Cooley
(Signature of Registered Agent)

8-28-02
(Date)

If signing on behalf of an entity:

(Typed or Printed Name)

(Capacity)

***** FILING FEE: \$35.00 *****

MAKE CHECKS PAYABLE TO FLORIDA DEPARTMENT OF STATE AND MAIL TO:
DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

CERTIFICATE OF RESOLUTION

A meeting of the directors and shareholders of the corporation was held in the corporate offices and the following resolution was adopted by all shareholders and directors whose names appear below:

BE IT RESOLVED, that the Registered Agent for the corporation is to be changed from Gene Bennett to R. Edward Cooley.

DATED this 4th day of September, 2002.

Raymond A. Becker

Raymond Becker, President

Jon Kramka

Jon Kramka, Secretary