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OF COUNSEL
WEIDNER & WINICKI, P.A.

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

May 10, 2000

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

Re: The Michael G. Heiser Foundation For The Remembrance of Victims of
Terrorism, Inc.

Dear Sir or Madam:

Please find enclosed a check in the amount of \$78.75 for the filing fees of the above not for profit corporation. I sent the original documents in another envelope and forgot to enclose the check. That envelope went out today. I have enclosed a copy of the Articles of Incorporation sent under separate cover.

Please accept my apologies and thank you for your assistance.

Sincerely yours,

Donna R. Start

Donna R. Start
Assistant to
C. Randolph Coleman
Attorney at Law

/drs

Enclosures

COPIED
MAY 12 AM 11:57

N53-122-2

D. BROWN MAY 18 2000

FILED
00 MAY 12 AM 11:57
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**ARTICLES OF INCORPORATION
OF
The Michael G. Heiser Foundation For The Remembrance of Victims of
Terrorism, Inc.**

We, the Incorporators, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act of the State of Florida Chapter 617, Florida Statutes, do hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of this Corporation shall be the **Michael G. Heiser Foundation For The Remembrance of Victims of Terrorism, Inc.** The principal place of business is 10 Live Oak Lane, Palm Coast, Flagler County, Florida 32137.

ARTICLE II.

The purposes for which the Corporation is organized are:

1. The Corporation is organized exclusively for charitable, religious, literary, scientific and educational purposes as set forth in Section 501(c)(3) of the Internal Revenue Code including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of such Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, 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 these Articles of Incorporation.
3. No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation (for private foundations, the language should read: "no part of the activities of the Corporation shall include the carrying on of propaganda or be used to influence legislation as defined in Section 4945), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
4. 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, (b) by a Corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or (c) by a nonprofit Corporation organized under the laws of the State of Florida pursuant to the provisions of Florida Not For Profit Corporation Act.

ARTICLE III.

Upon the termination, dissolution or winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization, or organizations under Section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by the Court in the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine.

ARTICLE IV.

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, nor retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, nor make any investment in such a manner as to incur tax liability under Section 4944 of the Internal Revenue Code, nor make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE V.

The Corporation shall be organized on a non-stock basis and shall have no members. The authority for all affairs of the Corporation shall be in a Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation and the Bylaws of the Corporation as from time to time in effect. The members of the Board of Directors shall be elected as provided in the Bylaws of the Corporation. The first Board of Directors shall be three in number, and their names and addresses are as follows:

Gary Heiser	10 Live Oak Lane Palm Coast, Florida 32137
Fran Heiser	10 Live Oak Lane Palm Coast, Florida 32137
Gary L. Sherwood	10 Live Oak Lane Palm Coast, Florida 32137

ARTICLE VI.

The name and street address of the initial registered agent of the Corporation in the State of Florida is: C. Randolph Coleman, Esq., 9250 Baymeadows Road, Suite 230, Jacksonville, FL 322156.

ARTICLE VII.

Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Florida.

ARTICLE VIII.

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

We, the Incorporators, declare that we have examined the foregoing Articles of Incorporation and that the statements contained therein are, to best of our knowledge and belief, true, correct and complete. Executed this 8th day of MAY, 2000.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

Francis Heiser (Seal)
Signature

Francis Heiser
Name

GARY Heiser (Seal)
Signature

GARY Heiser
Name

Address:

10 LIVE OAK LANE

PALM COAST, FL 32137

Address:

10 LIVE OAK LANE

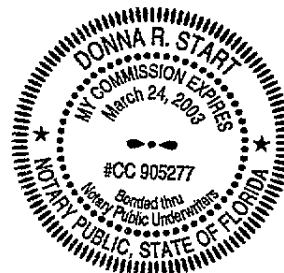
PALM COAST, FL 32137

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

FRANCIS BEFORE ME, the undersigned authority, personally appeared this day ~~FRANCIS HEISER~~ and GARY HEISER to me well known, or who have produced FLA. DL. as identification and did take an oath, and known to me to be the individuals described in and who executed the foregoing and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 8th day of May, 2000.

Donna R Start
Notary Public, State of Florida
Name: DONNA R START
My Commission Expires: 3-24-03



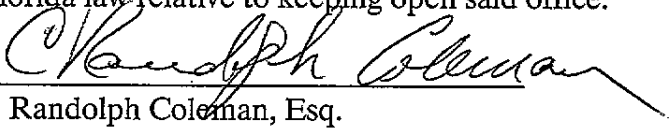
**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

MICHAEL G. HEISER FOUNDATION FOR THE REMEMBRANCE OF VICTIMS OF
TERRORISM, INC.

Date: 5-8-00

ACCEPTANCE

Having been named to accept service of process for the above-stated non-profit foundation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping open said office.


C. Randolph Coleman, Esq.

FILED
DO MAY 12 AM 11:57
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA