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BASIC AMENDMENT

INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE AND

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**RESTATED AND AMENDED
ARTICLES OF INCORPORATION
OF
INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE
AND MANDKIND USA, INC.**

The undersigned President and Secretary of **INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE AND MANDKIND USA, INC.**, pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act and Section 607.1007 of the Florida Business Corporation Act, hereby submit the following Restated and Amended Articles of Incorporation and in connection therewith certify as follows:

1. The name of this corporation is **INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE AND MANDKIND USA, INC.**
2. The corporation was originally incorporated on September 15, 2000, under document number N00000006126.
3. This Restatement and Amendment of the Articles of Incorporation was adopted by the Board of Directors of the Corporation on September 15, 2000 by Special Meeting, at which a sufficient number of votes necessary for approval was received. The Corporation has no members, as such the vote of the members is not required.
4. The Articles of Incorporation of **INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE AND MANDKIND USA, INC.** are hereby restated and Amended as follows:

ARTICLE I
Name

The name of the Corporation shall be:

**INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE
AND MANKIND USA, INC.**

ARTICLE II
Duration

The Corporation shall have perpetual existence.

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ARTICLE III
Purposes

A. The purposes for which this Corporation is organized are to receive and maintain real, tangible, or intangible property, or any combination of the three, and to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, athletic and educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations issued pursuant thereto or the corresponding provision of any future United States Internal Revenue law. In furtherance of the above enumerated purposes, this Corporation shall have any and all lawful powers provided in the Florida Statutes that are not in conflict with these articles.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by (i) an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IV
Restrictions

A. This Corporation is a non-profit corporation organized pursuant to the Florida Not for Profit Corporation Act, and is created, organized, and shall be operated exclusively for religious, charitable, scientific, literary, athletic and educational purposes.

B. This Corporation is one that does not contemplate pecuniary gain or profit to directors or officers thereof and no part of any net earnings of the Corporation shall inure to the benefit of any director, officer or other individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and to reimburse its officers and directors for all expenses reasonably incurred in performing services rendered to the Corporation.

C. The Board of Directors shall at all times endeavor to operate and conduct the affairs of the Corporation so that each contribution to it shall qualify and be allowable to the donor thereof as a charitable deduction for federal income and state tax purposes under the Revenue Laws in effect at the time of such donation.

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D. No part of the activities of the Corporation shall include or consist of the carrying on of propaganda, or of otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in or do any act in connection with any political campaign on behalf of any candidate for public office.

E. All of the property of this Corporation is and shall be irrevocably dedicated to religious, charitable, scientific, literary, athletic and educational purposes, and in the event of a dissolution of this Corporation, the assets shall be distributed to one or more organizations which are organized and exist exclusively for religious, charitable, scientific, literary, athletic or educational purposes and that qualify for exemption from federal income tax under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, or to the United States of America, the State of Florida, the County of Broward or other local government. Any assets not so distributed shall be distributed by a court of competent jurisdiction of the county of 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, which are organized and operated exclusively for such purposes.

F. For any period in which the Corporation is a private foundation within the meaning of Section 509(a) of the Internal Revenue Code of 1986, the Corporation shall also be subject to the following limitations:

(i) 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 of 1986 or the corresponding provision of any future United States Internal Revenue law.

(ii) The Corporation shall not engage in any self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iii) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(iv) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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(v) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE V
Capital Stock

The Corporation is a non-stock corporation and shall have no authority to issue any capital stock.

ARTICLE VI
Members

The Corporation shall not have members within the meaning of the Florida Not For Profit Corporation Act, unless the By-laws provide that the Corporation shall have members. Instead, the Board of Directors shall have all of the powers that the members would otherwise have, including, but not limited to, the power to elect directors and the power to amend these Articles of Incorporation. If the By-laws provide that the Corporation shall have members, qualification, voting and other rights of such members and the manner of their election or appointment shall be as set forth in the By-laws.

ARTICLE VII
Board of Directors

This Corporation shall have three (3) directors. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than three (3) nor more than ten (10). The directors and their addresses are as follows:

Gordon Stula	20855 N.E. 16 th Avenue Suite C13 Miami, Florida 33179
Gregory Stula	20855 N.E. 16 th Avenue Suite C13 Miami, Florida 33179
Edward Stanton	20855 N.E. 16 th Avenue Suite C13 Miami, Florida 33179

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ARTICLE VIII
Officers

The officers of the Corporation shall occupy those positions designated in the By-laws, and they shall be elected and shall govern in accordance with the provisions of said By-laws.

ARTICLE IX
Principal Office

The principal office and mailing address of the Corporation shall be:

20855 N.E. 16th Avenue, Suite C13
Miami, Florida 33179

ARTICLE X
Indemnification

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, trustee, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify any person for liability for excise taxes imposed under Chapter 42 of the Internal Revenue Code or for liability for mismanagement of assets.

No Director shall be personally liable to the Corporation or to any member for monetary damages for breach of fiduciary duty as a director, except for any matter in respect of which such director (a) shall be liable under Section 617.0831 of the Florida Not for Profit Corporation Act or any amendment thereto or successor provision thereto, or (b) shall be liable by reason that, in addition to any and all other requirements for liability, he:

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- (i) shall have breached his duty of loyalty to the Corporation;
- (ii) shall not have acted in good faith or, in failing to act, shall not have acted in good faith;
- (iii) shall have acted in a manner involving intentional misconduct or a knowing violation of law or, in failing to act, shall have acted in a manner involving intentional misconduct or a knowing violation; or
- (iv) shall have derived an improper personal benefit.

ARTICLE XI

Amendments

These Articles of Incorporation may be amended by the act of the Board of Directors of the Corporation. Amendments may be proposed and adopted in the manner provided in the By-Laws of the Corporation.

ARTICLE XII

Registered Office and Agent

The street address of the registered office of this Corporation is 2 South Biscayne Boulevard, Suite 3400, Miami, Florida 33131 and the name of the registered agent of this Corporation at the address is Valdes-Fauli Corporate Services, Inc.

ARTICLE XIII

General References

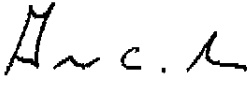
All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to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

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The foregoing Restated and Amended Articles of Incorporation restate and amend, in accordance with Section 617. 1006 and Section 607.1007, the provisions of the Corporation's Articles of Incorporation.

INTERNATIONAL CHARITY FUND IN
THE NAME OF PEACE AND
MAN KIND USA, INC.

By:


Gregory Stula, Secretary

By:


Gordon Stula, President

294624.2

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for **INTERNATIONAL CHARITY FUND IN THE NAME OF PEACE AND MANKIND USA, INC.**, a not-for-profit Florida corporation (the "Corporation"), in the foregoing Articles of Incorporation, I, on behalf of the Corporation, hereby am familiar with and agree to accept the duties and responsibilities as registered agent for said Corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

Valdes-Fauli Corporate Services, Inc.

Dated: January 10, 2001

By


Mark J. Scheer, Vice President

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