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NEW FILINGS	AMENDMENTS	<u> </u>
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OTHER FILINGS	REGISTRATION/ QUALIFICATION	
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Examiner's Initials

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CR2E031(10/92)



February 26, 2001

FILINGS INC.

TALLAHASSEE, FL

SUBJECT: AL-FAZAL INTERNATIONAL FOUNDATION, INC.

Ref. Number: W01000004419

We have received your document for AL-FAZAL INTERNATIONAL FOUNDATION, INC.. However, the document has not been filed and is being returned for the following:

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6934.

Loria Poole Corporate Specialist

Letter Number: 201A00012095

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

AL-FAZAL INTERNATIONAL FOUNDATION, INC.

A NOT-FOR-PROFIT ORGANIZATION

ARTICLE I. CORPORATE NAME.

The name of this corporation is, AL-FAZAL INTERNATIONAL FOUNDATION, INC., a not-for-profit organization.

ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and mailing address of this corporation is: 11711 N.W. 26TH COURT, CORAL SPRINGS, FL 33065.

ARTICLE III. INITIAL REGISTERED AGENT AND OFFICE.

The name and address of the initial registered agent is, BUSHRA CHAUDHRY, 11711 N.W. 26TH COURT, CORAL SPRINGS, FL 33065.

ARTICLE IV. INCORPORATORS.

The name(s) and street address(es) of the incorporator(s) to these articles of incorporation are, BUSHRA CHAUDHRY, 11711 N.W. 26TH COURT, CORAL SPRINGS, FL 33065, MOHAMMAD KASHIF QAYYUM, 1920 FRANSISCO STREET, # 212, BERKELEY, CA, 94709, and RABIA ZULFIQAR SHAH, 7810 NW 44TH COURT, LAUDERHILL, FL 33351.

ARTICLE V. DURATION.

This corporation shall exist perpetually. Corporate existence shall commence on the date this Article is filed with the Secretary of State.

ARTICLE VI. PURPOSE.

The purpose of the corporation is to perform any and all activities, any ownership, or operations necessary to lawfully conduct the business of providing scholarships and grants for students for education, to financially assist the impoverished, and to lawfully conduct any other lawful business in the State of Florida, the United States and other parts of the world in a not-for-profit method.

This Instrument prepared by:

BARRY M. KAUFMAN, P.A., ATTORNEY AT LAW, 9900 W. Sample Road, Suite 403, Coxal Springs, FL 33065 (954) 255-8989 - Florida Bar No.: 0935816

ARTICLE VII. MERGER AND CONSOLIDATION.

The approval of a majority of the shareholders of this corporation to any plan of merger or consolidations shall be required in every instance, whether or not such approval is required by law.

ARTICLE VIII. VOTING

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common stock.

ARTICLE IX. BOARD OF DIRECTORS AND OFFICERS

This corporation shall initially have three (3) Directors. The number of Directors may be increased from time to time by the By-Laws, but never be less than one (1). The name and address of the initial Directors of this corporation are:

Director

The officers are: President - BUSHRA FAZAL CHAUDHRY

Director - Vice President - MOHAMMAD KASHIF QAYYUM

Director- Secretary - RABIA ZULFIQAR SHAH

ARTICLE X. BY-LAWS

The initial By-Laws of this corporation shall be adopted by the Directors. By-Laws shall be adopted, altered, amended, or repealed from time to time by the Board of Directors. The manner in which directors are to be elected shall be in the BY-LAWS.

ARTICLE XI. COMPENSATION

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the Corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

ARTICLE XII. INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XIII. AMENDMENT

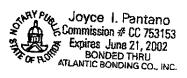
This corporation reserves the right to amend or repeal any provisions contained in this Article of Incorporation, or any amendment hereto, any right conferred upon the Board of Directors and is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of			
Incorporation this 23 day of, 2001.			
INCORPORATOR(s):			
BUSHRA FAZAL CHAUDHRY Dated: 0 - 23-01			
Dated: 01-26-01			
RABIA ZULFIQAR SHAH Dated: 01-23-01			
STATE OF FLORIDA)			
COUNTY OF BROWARD)			
BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County			
set forth above, personally appeared, BUSHRA FAZAL CHAUDHRY, MOHAMMAD KASHIF QAYYUM, and			
RABIA ZULFIQAR SHAH, known to me and by me to be the persons who executed the foregoing			
Articles of Incorporation, and/or has produced identification in the form of: Divers Lichest			

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal in the State and County aforesaid, this 23 day of _______, 2001.

Notary Public State of Florida,

My Commission expires:



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SECRETARY OF STATE TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA. NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

AL-FAZAL INTERNATIONAL FOUNDATION, INC., a not-for-profit organization, desiring to organize and/or qualify under the laws of the State of Florida, with its principal place of business at 11711 N.W. 26TH COURT, CORAL SPRINGS, FL 33065, has named BUSHRA FAZAL CHAUDHRY, as its agent to accept service of process within Florida.

Dated: 01-26-01 Dated: 01-23-01

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

This instrument prepared by:

BARRY M. KAUFMAN, P.A. 9900 W. Sample Road Suite 403 Coral Springs, Florida 33065 (954) 255-8989 Florida Bar No.: 0935816

INCORPORATOR(S):