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Green International U.S.A. P.A.

International Legal Services Department

Email: shardcastle@aol.com

Tel/ Fax: 1+44-208-640-3393

Division Of Corporations
P.O BOX:6327
Tallahassee
Florida 32314
U.S.A.

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-10/15/02--01038--006
*****78.75 *****78.75

8th October 2002

Re: Application for filing of non-profit organisation MANZUA GENERAL TRUST
USA INC.

Please find Articles of Corporation for above corporation and filing fee of ^{\$78.75} ~~\$60.00~~
including Certification.

Please send completed document to the U.K. Office address:
235 St. Helier Avenue Morden Surrey SM4 6JH U.K.

Please do not hesitate to make any further enquiry on peacocktrust@aol.com

Sincerely yours,

Shamima Sultana
Incorporator

ARTICLES AND INCORPORATION
OF
MANZUA GENERAL TRUST USA INC

The undersigned hereby from a corporation not for profit under the laws of the State of Florida, Chapter 617, Florida Statutes

ARTICLE I

The name of the Corporation is:

MANZUA GENERAL TRUST USA INC

ARTICLE II

The principal place of business and mailing address of the corporation is 3057 NE 16th Avenue Oakland Park Florida

ARTICLE III.

The corporation is organised exclusively for charitable, educational, Hospital and scientific purposes, including for such purposes, the making of distributions to organisations that qualify as exempt organisations under section 501(C)(3) of the Internal Revenue Code or corresponding section of any future federal tax code.

ARTICLE IV

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons except that the corporation shall be authorised and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent the corporation has elected to come under the provisions of the code allowing certain lobbying expenditures) and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Nothingwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(C)(3) of the internal Revenue Code, or by corporation contributions which are deductible under section 170(c)(2) of the code or corresponding section of any future federal tax code

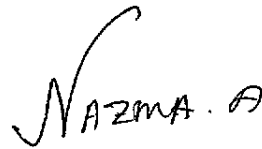
ARTICLE -V

All powers of the Corporation shall be exercised by or under the authority of its board directors, and the affairs of the corporation shall be managed under the direction of the Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The initial Board of Directors shall consist of the following persons:

Md. Shafiqul Islam Khan
27th Vale Road, Tunbridg Wells
Kent TN 1 1BS U.K.



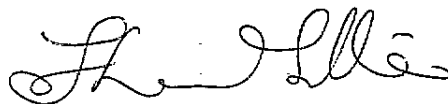
Nazma Akther
75, Nort Manikdi Balughat Bazar
Dhaka Cantonment Dhaka
Bangladesh



Prof. Nurul Islam Ph.D.
196 Green Road
Dhaka 1205
Bangladesh



Shamima Sultana
235 St. Helier Avenue
Morden Surrey
SM4 6JH U.K.



The Board of Directors as constituted from time to time shall appointed or elect any and additional or successor members of the board, and shall determine the number of directors and the length of the term that any director shall serve. The initial members of the Board of Directors set forth above shall serve for so long as they shall choose, and shall not be subject to removal by the Board of Directors or any other person.

ADVOCATE SHAMIMA SULTANA
M.S.S., M.Phil., L.L.B.
SUPREME COURT
DHAKA
BANGLADESH
1000

ARTICLE VI

The name of the initial Registered Agent and the street address of the initial Registered Agent are as follows:

Shamima Sultana
GREEN INTERNATIONAL USA P.A.
3057 NE 16th Avenue
Oakland Park Florida 33334

ARTICLE VII

The corporation shall commence existence upon filing of these Articles of Incorporation and shall perpetual existence, subject to the laws of the state of Florida

Shamima Sultana
GREEN INTERNATIONAL USA P.A.
3057 NE 16th Avenue
Oakland Park Florida 33334

ARTICLE VIII

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for one or more of the purposes of the corporation, which may include distribution to an organisation or organisations existing operated exclusively for one or more of such purposes. In the alternative, the assets of the corporation may be distributed to the federal government or any local or state government for a public purpose.


Any assets not disposed of as aforesaid shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for one or more of the purpose of the corporation, or to such organisation or organisations as said court shall determine are existing and operated exclusively for such purposes.

ADVOCATE SHAMIMA SULTANA
M.S.S., M.Phil., L.L.B.
SUPREME COURT
DHAKA
BANGLADESH

ARTICLE IX INCOPORATOR

IN WITNESS WHEREOF, the Incorporator has affixed its hand and seal to these Articles of Incorporation this 8th day of -- October 2002.

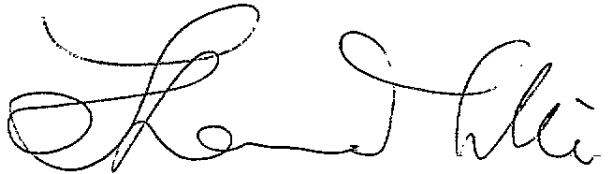
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ADVOCATE SHAMIMA SULTANA
M.S.S., M.Phil., L.L.B.
SUPREME COURT
DHAKA
BANGLADESH
1989

Shamima Sultana

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as Registered Agent for the MANZUA GENERAL TRUST USA INC I hereby accept my appointment as Registered Agent at the registered Address set forth above. I hereby agree to serve in such capacity and to comply with the provisions of all statues relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent this 8th day of October 2002.


Shamima Sultana