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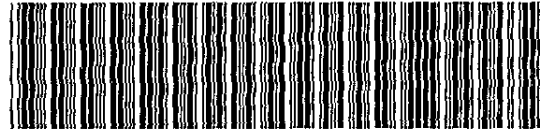
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*Amended &
Restated*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pool

8/19/05

DEAN, MEAD, EGERTON, BLOODWORTH, CAPOUANO & BOZARTH, P.A.
ATTORNEYS AND COUNSELORS AT LAW

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SUITE 1500
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www.deanmead.com

Writer's Direct Dial
(407) 428-5164

August 12, 2005

**CERTIFIED RETURN REQUESTED AND U.S. MAIL
NO. 7160 3901 9842 7743 3437**

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

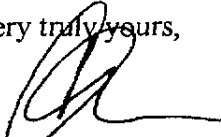
Re: Amended and Restated Articles of Incorporation of University Cultural
Center, Inc.

Dear Sir or Madam:

Enclosed for filing is Amended and Restated Articles of Incorporation of
University Cultural Center, Inc., together with this firm's check payable to the Department of
State in the amount of \$43.75, which represents the applicable filing fee.

If you have a question about this filing, please contact me.

Very truly yours,



Carl W. Matthews, Paralegal

:cxm

Enclosures

cc: Jane D. Callahan, Esq.

Amended & Restated Articles of Incorporation
of

UNIVERSITY CULTURAL CENTER INC.

FILED
05 AUG 16 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In accordance with Section 617.1007, Florida Statutes, the undersigned corporation, UNIVERSITY CULTURAL CENTER INC., pursuant to a resolution adopted by its board of directors, adopts and files the following Amended and Restated Articles of Incorporation:

ARTICLE I - NAME

The name of this Corporation shall be:

University Cultural Center Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be:

2018 Rouse Rd., Orlando, Florida 32817

ARTICLE III - PURPOSE

This Corporation is organized and operated exclusively for Public Benefit, Charitable, Educational, Religious, and, Scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. To the extent consistent with the preceding sentence and permissible under Florida law, the purposes of this Corporation shall be as follows: (1) the specific purpose is to support and spread the message of Islam in north America in the way that does not contradict in whole or part with the teachings of the Holy Quraan, and the Sunnah (the tradition of the prophet Muhammad, May Peace and Blessings of Allah be upon Him) as understood and applied by the well-known Sunni scholars of Islam; (2) the Community of East Orlando and its neighborhood is the principal beneficiary of these services; and (3) the Corporation will also provide its members and the community at large with cultural, religious, social, and recreational services.

ARTICLE IV - MEMBERSHIP

This Corporation shall be a membership organization. Bassem M. Youssef is the member of this Corporation. Additional members of this Corporation shall be admitted upon the vote of all of the members.

ARTICLE V - MANNER OF ELECTION OR APPOINTMENT

The member shall elect the Board of Directors and the Executive Director of this Corporation, and shall have the sole power to remove and replace any director of this Corporation.

ARTICLE VI - DIRECTORS AND/OR OFFICERS

BASSEM M. YOUSSEF, 13363 EARLY FROST CIR, ORLANDO, FL 32828, Executive Director/Director
ASHRAF RIAD, 908 HORSESHOE FALLS DR ORLANDO FL 32828, Advisor/Director
KHALED ODEH, 10239 CYPRESS TRAIL DR ORLANDO FL 32825, Secretary/Director
MOHAMED FATHI GHONAIM, 9566 BRACKIN ST., ORLANDO FL 32825, Treasurer/Director

ARTICLE VII - REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the registered agent of this Corporation is:

Bassem M. Youssef, 13363 EARLY FROST CIR, ORLANDO, Florida 32828

ARTICLE VIII - INCORPORATOR

The Name and address of the Incorporator of this Corporation is:

Bassem M. Youssef, 13363 EARLY FROST CIR, ORLANDO, Florida 32828

ARTICLE IX – INDEMNIFICATION

The Corporation shall indemnify the Directors who were wholly successful, on the merits or otherwise in the defense of any proceeding to which the Directors were a party because of their capacity in working for this Corporation against reasonable attorney fees and expenses incurred by the Directors in connection with the proceeding. This Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of this Corporation. This Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as director, officer, employee or agent of this Corporation, whether or not this Corporation would have power to indemnify the individual against the same liability under the law. Present Directors hereby release and indemnify Bassem M. Youssef from any and all liability associated with founding of this Corporation, filing initial articles of incorporation, managing it, maintenance of its bank accounts, purchasing of property, representation in purchasing of property, filing amendments, appointment or removal of the Directors, and any and all actions related directly or indirectly to management of this Corporation's activities and property. The Directors hereby assert and confirm that Bassem M. Youssef is not personally liable for monetary damages to this Corporation

or any person for any statement, vote, professional representation, decision, or failure to take an action, regarding representation, management, or policy by him. Any and all cost incurred by legal action initiated against Bassem M. Youssef, personally or as Director/Incorporator of this Corporation, as related directly or indirectly to management and/or representation of this Corporation, shall be fully borne by this Corporation. Reasonable funds for legal fees shall be advanced to Bassem M. Youssef upon initiation of such legal action against him.

ARTICLE X - REMOVAL OF DIRECTORS

If any legal consultation, proceeding, or action is taken by this Corporation to have the circuit court in Orange County order a director or officer to relinquish their office and/or turn over corporate records, upon removal of such director or officer from office, then the removed director or officer shall be held liable for the full legal costs and any damages caused to this Corporation.

ARTICLE XI - DISSOLUTION

Upon the dissolution of this Corporation, the assets of the corporation in the process of dissolution shall be applied and distributed as follows: (1) all liabilities and obligations of the corporation shall be paid, satisfied, and discharged. (2) Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. (3) The remaining assets, if any, of the corporation shall then be distributed only for tax-exempt purposes to one or more Sunni Muslim organizations which is/are: (1) Tax exempt under Section 501 (c) (3), Internal Revenue Code AND (2) Organized and operated exclusively for similar purposes such that of University Cultural Center, Inc. as indicated in Article III above.

ARTICLE XII - BANK ACCOUNTS

Upon removal of any director or officer of this Corporation from office or from the Bank Accounts of this Corporation, such removed director or officer shall surrender immediately within 72 hours any and all Banking items/documents related to this Corporation including, but not limited to: checks, bank statements, check cards, credit cards, online/telephone USER ID and Password(s).

ARTICLE XIII - OTHER PROVISIONS

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that this 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 the purpose clause hereof. No substantial part of the activities of this Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and this 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. Notwithstanding any other provision of the document, this Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XIV - AMENDMENTS

The member shall have the sole authority to amend, alter or repeal the Articles of Incorporation of this Corporation.

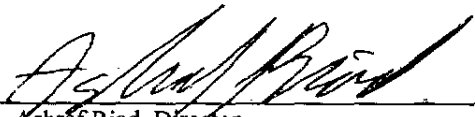
The date of adoption of these Amended & Restated Articles of Incorporation Amendment was: August 2, 2005

Effective date if applicable: _____
(no more than 90 days after amendment file date)

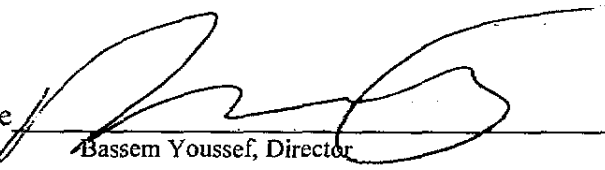
Adoption of Amendment(s)

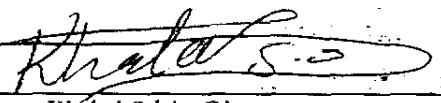
- ✓ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 2nd day of August, 2005

Signature  8/2/05
Ashraf Riad, Director Date:

Signature  8/2/05
Mohamed Fathi, Director Date:

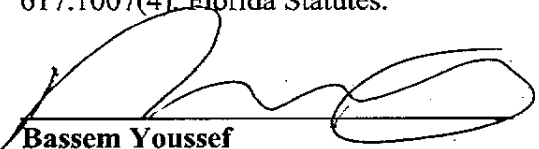
Signature  8/2/05
Bassem Youssef, Director Date:

Signature  8/2/05
Khaled Odeh, Director Date:

**STATE OF FLORIDA
DEPARTMENT OF STATE**

**CERTIFICATE OF COMPLIANCE WITH FLORIDA STATUTE
617.1007(3)**


IN WITNESS WHEREOF, the undersigned certify on this 3rd day of August, 2005, that the amendments included in these Amended and Restated Articles of incorporation for UNIVERSITY CULTURAL CENTER INC. were adopted pursuant to section 617.1007(4), Florida Statutes.


Bassem Youssef
Director

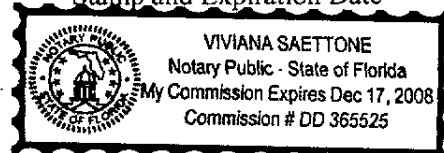
STATE OF FLORIDA)


COUNTY OF Orange

I, Viviana Saettone, a Florida Notary Public, appeared before me the above-named individuals and signed this instrument this 3rd day of August, 2005.


Signature of Florida Notary Public
Viviana Saettone

Dec 17, 2008
Stamp and Expiration Date

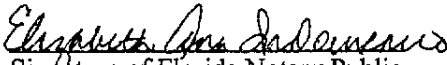



Khaled Odeh
Director

STATE OF FLORIDA)

COUNTY OF Orange

I, Elizabeth Ann Indomenico, Florida Notary Public, appeared before me the above-named individuals and signed this instrument this 3rd day of August, 2005.
(Khaled Odeh)


Signature of Florida Notary Public



Elizabeth Ann Indomenico
My Commission DD365525
Stamp and Expiration Date
12/25/08
Expires December 25, 2008