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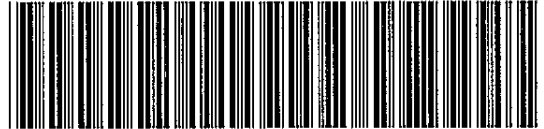
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CORPORATION

GOLDBERG & OLIVE
ATTORNEYS AT LAW

2039 CENTRE POINTE BOULEVARD
SUITE 201 (32308)
POST OFFICE BOX 12458
TALLAHASSEE, FLORIDA 32317

STUART E. GOLDBERG*

*Florida Bar Certified Wills, Trusts & Estates

CAROLYN D. OLIVE†

†Florida Bar Certified Tax Law

PHONE: (850) 222-4000
FAX: (850) 942-6400

August 26, 2004

Via Hand Delivery

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Misal Khan Foundation, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy each of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the nonprofit corporation named above. Also enclosed is our firm check in the amount of \$70.00 for the filing fee (\$35.00) and registered agent fee (\$35.00).

Please return our document copies in the enclosed return envelope.

Thank you for your assistance in this matter. If you have any questions, please do not hesitate to call me.

Sincerely,

Carolyn D. Olive

Carolyn D. Olive

CDO/ldv
Enclosures

F:\Olive\KHAN\MisalKhan.Fdn\SOS-1, Inc

*Call urgent
Randy 508-9591
Lynn*

APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
MISAL KHAN FOUNDATION, INC.**

a Florida corporation not for profit

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be: **MISAL KHAN FOUNDATION, INC.**

ARTICLE II.

Address

The street address of the initial principal office, and the mailing address, of this Corporation shall be 3808 E. 3rd Street, Panama City, Florida 32401.

ARTICLE III.

Corporate Purposes

The Corporation shall be a nonprofit, nonsectarian organization formed and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, the primary purpose of which shall be to provide humanitarian aid to the people of Pakistan, which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income to be used or applied exclusively for the purposes set

forth above.

The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, trustee, director, member, or any other person. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

During any period that the Corporation should be deemed a private foundation, as defined by Section 509(a) of the Internal Revenue Code, the Corporation shall: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942(a); (2) not engage or be involved in any act of self-dealing, as defined in Section 4941(d), so as to give rise to any liability for the tax imposed by Section 4941(a); (3) not retain any excess business holdings as defined in Section 4943(c), so as to give rise to any liability for the tax imposed by Section 4943(a); (4) not make any investments which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (5) not make any taxable expenditures, as defined in Section 4945(d), so as to give rise to any liability imposed by Section 4945(a). Unless otherwise indicated, as used in these Articles, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

ARTICLE IV.
Term of Corporate Existence

This Corporation shall have perpetual existence unless dissolved according to law.

ARTICLE V.
Corporate Powers

This Corporation shall have and exercise all the powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided hereinabove.

ARTICLE VI.
Members

The Corporation shall not have capital stock and shall have no voting members. The Board of Trustees may authorize the establishment of nonvoting honorary membership from time to time. The qualification for such members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership.

ARTICLE VII.
Board of Trustees

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Trustees, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Trustees shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Trustees shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial Board of Trustees

of the Corporation shall consist of five members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

MISAL KHAN	3808 E. 3rd Street Panama City, Florida 32401
GUL AFSHAN KHAN	3808 E. 3rd Street Panama City, Florida 32401
ASHRAF KHAN	3808 E. 3rd Street Panama City, Florida 32401
TAHIR KHAN	3808 E. 3rd Street Panama City, Florida 32401
FARUQ KHAN	3808 E. 3rd Street Panama City, Florida 32401

ARTICLE VIII. **Officers**

The Corporation shall have a President, a Secretary, and a Treasurer, each of whom shall be elected by the Board of Trustees at such time and in such manner as prescribed by the Bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Trustees may deem necessary, to be elected by the Board of Trustees or chosen in such other manner as prescribed by the Bylaws.

ARTICLE IX. **Registered Office and Registered Agent**

The name of the initial Registered Agent of the Corporation and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

ASHRAF KHAN	3808 E. 3rd Street Panama City, Florida 32401
--------------------	--

The Board of Trustees may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE X.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XI.

Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, trustee, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

ARTICLE XII.

Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

ASHRAF KHAN

3808 E. 3rd Street
Panama City, Florida 32401

[The next provision is the signature page]

IN WITNESS WHEREOF, I have executed these Articles of Incorporation of **MISAL KHAN FOUNDATION, INC.** this 19 day of August, 2004.


ASHRAF KHAN
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation of **MISAL KHAN FOUNDATION, INC.** were acknowledged before me this 19th day of AUGUST, 2004, by **ASHRAF KHAN** [(X)] who is personally known to me; or () who produced _____ identification], as Incorporator.


Signature of Notary Public

Notary Stamp/Seal:



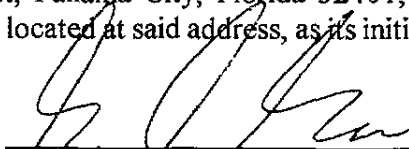
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

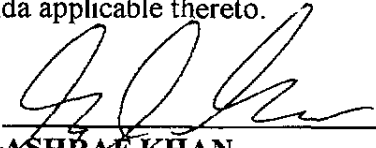
Pursuant to Sections 48.091 and 617.0501, Florida Statutes, **MISAL KHAN FOUNDATION, INC.**, desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 3808 E. 3rd Street, Panama City, Florida 32401, as its initial Registered Office, and has named **ASHRAF KHAN**, located at said address, as its initial Registered Agent.



ASHRAF KHAN
Incorporator

Date: 08-19-04

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.



ASHRAF KHAN
Registered Agent

Date: 08-19-04

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