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FROM: CORPORATE CREATIONS ENTERPRISES, INC.
CONTACT: FRANK A RODRIGUEZ
PHONE: (561)775-9980

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: WE ARE THE WORLD, INCORPORATED

AUDIT NUMBER.....H98000006767

DOC TYPE.....BASIC AMENDMENT

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Amended & Restated

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

These Amended and Restated Articles of Incorporation have been duly adopted on April 8, 1998 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

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Article I. Name

The name of this Florida not-for-profit corporation is:
WE ARE THE WORLD, INCORPORATED

Article II. Address

The mailing address of the Corporation is:
WE ARE THE WORLD, INCORPORATED
2655 N. Ocean Drive
Singer Island FL 33404

Article III. Purpose

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), including the following:

charitable fund raising to provide assistance to poor people throughout the world

All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

Corporate Creations International Inc.
8895 North Military Trail #202D
Palm Beach Gardens FL 33410-6266
(561) 694-8107

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Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Karim Ismaili
1180 Bimini Lane
Singer Island FL 33404

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

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Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Karim Ismaili
Rachid Alaoui
Fouzia Zarrai
Mary Rose Ismaili
Nouzha Chekrovi

Article VIII. Dissolution


Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that has established its tax exempt status under Code Section 501(c)(3).

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

WE ARE THE WORLD, INCORPORATED

By: 
Karim Ismaili, Chairman
by F.A. Rodriguez as attorney-in-fact
Date: 4/8/98

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8895 North Military Trail #202D
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

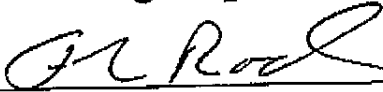
CORPORATION:

WE ARE THE WORLD, INCORPORATED

REGISTERED AGENT/OFFICE:

**Karim Ismaili
1180 Bimini Lane
Singer Island FL 33404**

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


Karim Ismaili
by F.A. Rodriguez as attorney-in-fact

Date: April 8, 1998

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