

**HANOI-AMSTERDAM ORGANIZATION, INC.
ARTICLES OF INCORPORATION**

The undersigned persons of the age of nineteen years or more, in order to form a nonprofit corporation under the Alaska Nonprofit Corporation Act, Chapter 20 of Title 10 of the Alaska Statutes, hereby execute the following Articles of Incorporation:

ARTICLE 1. NAME

The name of this corporation is Hanoi-Amsterdam Organization, Inc.

ARTICLE 2. DURATION

The duration of the corporation shall be perpetual.

ARTICLE 3. PURPOSES AND POWERS

This Article is drafted on the assumption the corporation will be exempt from taxation under the Internal Revenue Code and is an organization described in Section 501(c)(3) of the Code.

3.1 Purposes. The corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

3.2 Limitations.

3.2.1 Nonprofit Status. The corporation shall not have or issue shares of stock. The corporation is not organized for profit, and no part of its net earnings shall inure to the benefit of, or be distributed to, any member, Director or officer of the corporation, or any private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation in furtherance of the purposes set forth in Section 3.1 subject to the limitations of Sections 3.2.2 and 3.2.3 hereof.

3.2.2 Distributions; Dissolution. No member, Director or officer of the corporation, nor any private individual, shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation or the winding up of its affairs. Upon such dissolution or winding up, after paying or making adequate provision for the payment of all of the liabilities of the corporation, all the remaining assets of the corporation shall be distributed by the Board of Directors, for a purpose or purposes similar to those set forth in Section 3.1 hereof, to any other organization which then qualifies for exemption under the provisions of Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the Superior Court of the Third Judicial District, State of Alaska, exclusively for a purpose or purposes similar to those set forth in Section 3.1 hereof, or to such organization or organizations as said Court shall determine, which are organized and operated for similar purposes.



3.2.3 Prohibited Activity.

(a) No substantial part of the activities of the corporation shall be devoted to attempting to influence legislation by propaganda or otherwise except as may be permitted to Section 501(c)(3) organizations by the Code. The corporation shall not, directly or indirectly, participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. The corporation shall not have objectives or engage in activities which characterize it as an "action" organization within the meaning of the Code.

(b) Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

(c) The corporation is prohibited from engaging in any act of self-dealing as defined in Section 4941(d) of the Code, from retaining any excess business holding as defined in Section 4943(c) of the Code which would subject the corporation to tax under Section 4943 of the Code, from making any investments which would subject the corporation to tax under Section 4944 of the Code, and from making any taxable expenditure as defined in Section 4945(d) of the Code. If Section 4942 of the Code is deemed applicable to the corporation, it shall make distributions at such time and in such manner that it is not subject to tax under Section 4942 of the Code.

3.3 Powers. In general, and subject to such limitations and conditions as are or may be prescribed by law, by these Articles of Incorporation, or by the corporation's Bylaws, the corporation shall have the authority (a) to engage in any and all such activities as are incidental or conducive to the attainment of the purposes of the corporation set forth in Section 3.1 hereof and (b) to exercise any and all powers authorized or permitted under any laws that are now, or hereafter may be, applicable or available to the corporation.

ARTICLE 4. BYLAWS

The Board of Directors shall have the power to adopt, amend, or repeal the Bylaws of the corporation.

ARTICLE 5. DIRECTORS

5.1 Number and Election. The affairs of the corporation shall be managed by a Board of Directors. The specific number of Directors, the qualifications, terms of office, manner of election, place and notice of meetings, and the powers and duties of Directors shall be prescribed by the Bylaws of the corporation.

5.2 Removal. One or more Directors (including the entire Board of Directors) may be removed from office, with or without cause, by the affirmative vote of the majority of the number of Directors fixed by the Bylaws.

5.3 Initial Directors. The number of Directors constituting the initial Board of Directors shall be 3. The names and addresses of the persons who are to serve as the Initial Directors are as follows:

Giao To Ngo – 2225 E. 5th Avenue, Anchorage, AK 99501

Duy Nguyen Ngo - Auwanneweg 92, 63457 Hanau, Germany

Ha Thanh Mai - 1854 Rolling Hills, Norman, OK 73072

The initial Directors shall hold office until the first election of Directors or until their successors are elected and qualify.

ARTICLE 6. REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of this corporation is 420 L Street, Suite 400, Anchorage, Alaska 99501, and the name of its initial registered agent at such address is Kim Pinkerton.

ARTICLE 7. LIMITATION OF DIRECTOR LIABILITY

To the full extent that the Alaska Nonprofit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of Directors, a Director of this corporation shall not be liable to this corporation for monetary damages for breach of fiduciary duty as a Director. Any amendment to or repeal of this Article 7 shall not adversely affect any right or protection of a Director of this corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE 8. AMENDMENT TO ARTICLES OF INCORPORATION

The corporation reserves the right to amend or repeal any of the provisions contained in these Articles of Incorporation by the affirmative vote of at least two-thirds of the members.

ARTICLE 9. NPSIC CODE

The N.P.S.I.C. Code which most closely describes the activities in which the corporation will initially engage is 6100.

ARTICLE 10. INCORPORATORS

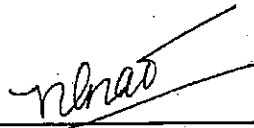
The names and addresses of the incorporators of the corporation are as follows:

Giao To Ngo – 2225 E. 5th Avenue, Anchorage, AK 99501

Michael P. Gailey – 2225 E. 5th Avenue, Anchorage, AK 99501

Kim Pinkerton – 420 L Street, Suite 400, Anchorage, AK 99501

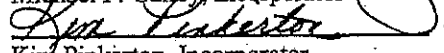
Dated: Nov 22, 2004



Gao Ngo To, Incorporator



Michael P. Gailey, Incorporator



Kim Pinkerton, Incorporator