

NINTH

The number of directors constituting the initial Board Of Directors of the corporation is one (although the corporation may have more than one director) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until his successor is elected and shall qualify is:

Kenneth H. Looney
4003 South Broad Street
Scottsboro, AL 35769

TENTH

The period for the duration of the corporation shall be perpetual.

ELEVENTH

The corporate power shall be exercised by the Board Of Directors without a meeting, by unanimous consent or otherwise, except as otherwise provided by statute or by these Articles Of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board Of Directors is expressly authorized:

(a) to make and alter the by-laws of the corporation, but by-laws so made by the directors may be altered or repealed by the directors or stockholders;

(b) to fix and determine and vary the amount of working capital of the corporation; to determine whether any, and if any what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

The corporation may, in its by-laws, confer powers upon its Board Of Directors in addition to the foregoing and in addition to the powers and authority expressly conferred upon it by statute

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his signature to these Articles Of Incorporation on this 29th day of March, 1999.

INCORPORATOR:

Kenneth H. Looney

Kenneth H. Looney

Prepared by : Kenneth H. Looney, attorney
P. O. Box 1162
Scottsboro, AL 35768

STATE OF ALA. JACKSON CO.
RECEIVED AT THE
OFFICE OF THE CLERK

99 MAR 29 PM 2:29

U.S.C. FILE NUMBER OR
BOOK & PAGE ARE SHOWN ABOVE
Wayle Howard, Jr.
JUDGE OF PROBATE

File 35.00
Rec. _____
Index 4.00
Mtg. Tax _____
Deed Tax _____
Misc. _____
Total 39.00

Parkhead Financial, Inc.

**133 East Laurel Street
Scottsboro, Alabama, USA 35768
SatFax : 715 552 3511
SatCom : 715 552 3506**

Via Telefax: 202 622 0073

The Honorable, Robert E Rubin
Office of the Secretary
United States Department of the Treasury
Washington, DC, USA 20501.0001

In the matter of : **Alabama Toll Facilities, Inc.**

Dear Secretary Rubin :

I sincerely believe that this is the proper time to update your Treasury Department, as to our release of the necessary USDollar funding for various Domestic Special Projects; as to the American States of Alabama, Tennessee, Georgia, Florida and Mississippi.

Having Said That, I am taking this opportunity to do the necessary Overview of our corporate planning, among other things which will highlight the present Clinton/Gore Administration.

The Company

Alabama Toll Facilities, Inc. (ATFI) is an Alabama Non-Profit Corporation formed in May, 1993 to comply with Section 501 (c) (3) of the Internal Revenue Code, for the purpose of developing the Huntsville to Alabama Gulf Coast Toll Road. The situation is now being negotiated with the State of Alabama to include the East - West Tollway Corridor, as well as the connection to the Georgia Tollway System and a recommended Tennessee Bridge.

It is the intention of our company now to develop this project to serve as a major North-South transportation corridor - and to include the East-West transportation corridor upon State Senate approval - for vehicular traffic and to include such ancillary projects for commercial and industrial, as may be appropriate for this "toll road/commercial/industrial corridor".

These projects will include a gas/oil pipeline, fiber-optic communication trunk line, freshwater supply line, as well as motels, restaurants, convenience stores and truck stops.

Development of this project will be accomplished through the employment of the contract developer - **Marvelous Investments Limited** - to arrange USDollar corporate funding, design, development and construction; as we have taken the necessary Alabama Corporate legal steps to purchase the ATFI holdings. It is anticipated that completion of construction of the privately funded North - South corridor project will take approximately ten (10) years, and is to be accomplished in five (5) phases.

Operations will consist of operating the toll road, including maintenance and security and developing land leases with other firms to develop and operate the ancillary projects. As construction of each phase is completed - that phase will be turned over by Marvelous Investments Limited to the operations organization and will be opened for public use.

The Bonds

These Bonds are of an authorized issue of Bonds, limited in the aggregate principal amount of up to Two Billion Five Hundred Million USDollars (US\$2,500,000,000.00) issued for the purpose of acquiring property, designing, developing, constructing and operating the Huntsville to Alabama Gulf Coast Toll Road and paying necessary expenses incidental thereto. The Bonds are further subject to such terms and conditions as described in House Joint Resolution No. 459, adopted by the Senate and the House of Representatives of the Legislature of the State of Alabama and signed by the Governor of the State of Alabama on May 10, 1993.

Under this legislation, ATFI is authorized to issue tax-exempt project revenue bonds to raise the necessary funding, acquire the right-of-way, design, develop, construct and operate the Alabama Tollway Corporation (TSC). Upon retirement of the bond debt, the State of Alabama has the right to take title to the property, and assume operations and maintenance of the toll facility.

In addition to the toll facility, there will be included within or adjacent to the corridor a number of commercial and industrial improvements. These ancillary projects are to include:

- a. Double track railroad line, adjacent to the Alabama Tollway System connecting Alabama with Tennessee, Georgia, Florida and Mississippi, and contingent of state approval of the East - West corridor.
- b. Industrial parks with railroad sidings and spur lines,
- c. Hotels, motels, restaurants, convenience stores, truck stops, a gas/oil pipeline, a freshwater supply line, and a fiber - optic communications trunk line.
- d. Convention Centres
- e. Recreation facilities and Resorts
- f. Sports Arena / Centre
- g. State Apprenticeship and On-the-Job Training Center
- h. Port of Mobile Free Trade Zone facility

Certain domestic improvements will be financed and developed under the management of TSC, and in addition with certain State of Alabama Investment Financing through:

Delmarva Timber Trust
Attn: Mr Donald Meddles
Mr Dana V Wilcox
1607 Marion Edison Road
Marion, Ohio, USA 43302.0000
Telefon : 740 389 5215
Telefax : 740 383 4468

Delmarva Timber Trust, by this letter is requesting that your U. S. Treasury Offices reactivate their Corporate Account with:-

Bank
Address
City/state

Account name
Account number

Bank Officer : _____

ABA Number : _____

USDollar amount : US\$ _____

Signatory : _____

Furthermore, these facilities will be operated as concessions and will pay concession lease fees to ATFI on a long-term basis. The leases will be written to survive the retirement of the toll facility debt, with the lease fees going to the State of Alabama; should the State of Alabama elect to take over the toll facility after debt retirement.

The Project - North / South Corridor

Project Name	:	Alabama Tollway
Location	:	From Orange Beach, AL to Huntsville, AL
Distance	:	Phase I : 52.5 miles Phase II : 76.0 miles Phase III : 73.0 miles Phase IV : 68.0 miles Phase V : <u>48.5 miles</u> TOTAL : 318.0 miles
Projected Costs	:	Phase I : US\$ 325,608,000.00 Phase II : 374,449,000.00 Phase III : 430,616,580.00 Phase IV : 495,209,067.00 Phase V : <u>569,490,427.00</u> TOTAL : US\$2,195,373,274.00

Style : An expandable four-lane (six lanes in hurricane evacuation area) controlled access, fenced, transportation corridor, with such commercial improvements as appropriate for user's convenience, as well as industrial facilities to include a gas/oil pipeline, freshwater pipeline, fiber-optic communications trunk line.

Operation : Privately constructed, owned and operated on the basis for funds to be collected from vehicular tolls and concession leases.

Jobs to be Created : Construction, permanent for toll road, ancillary projects and supporting industries; it is estimated that from 12,000 to 14,000 jobs will be created.

Ownership : Privately owned by Alabama Toll Facilities, Inc. under Parkhead Financial, Inc. of Alabama.

Developer : Marvelous Investments Limited (USA)

Operator : Tollway Systems Corporation

It is anticipated that ATFI will approve an increase in the present number of Advisory Board of Directors, to attract new businesses to the State of Alabama. I certainly again have come full circle, as I was the Honorary Mayor of Selma, Alabama, during The Honorable, George Wallace Administration, and a member of United We Stand per Governor's Wallace dictates.

Thank you, for your Personal Interest in this American Project.

Warmest personal regards,

Parkhead Financial, Inc.

By: _____
Lee E Wanta. President and Chief Executive Officer dated

cc: The Honorable, Albert Gore, Jr.
Delmarva Timber Trust,
Marvelous Investments Limited

LEW:fi/end

1

INCORPORATED UNDER THE LAWS OF THE COMMONWEALTH OF MASSACHUSETTS

SHARES 200,000 ***

MARVELOUS INVESTMENTS LIMITED

See Reverse for
Certain Definitions


This is to Certify that _____ is the owner of

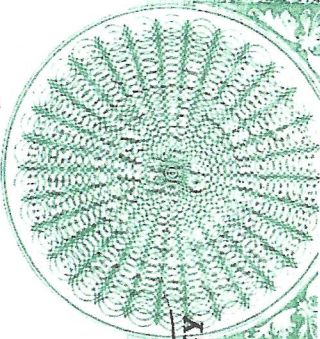
TWO HUNDRED THOUSAND ----- 200,000 -----

fully paid and non-assessable shares of the above Corporation transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this Certificate properly endorsed.

Witness, the seal of the Corporation and the signatures of its duly authorized officers.

Dated NOVEMBER 3, 1998


Charles E. Crowninshield, Secretary




Lee E. Wanta, President/CEO

NEW REPUBLIC/USA FINANCIAL GROUP, LTD.
2101 NORTH EDGEWOOD AVENUE
APPLETON, WISC., USA 54914
TELE/FAX: (414) 738-7007

23 March 1990

SENSITIVE and CONFIDENTIAL

President George Bush
The White House
WSHDC Fax: (202) 456-6670/2883

IN THE MATTER OF: Authorization to continue / finalize Hostage situation.

Dear Mr. President:

As you are aware, during November/December 1989, I was approached by Dr. Hassan A. Meguid, allegedly representing a Iranian Group, as shown below;

- (a) RAFIT DOUC - Chief of Iranian Revolutionary Guards - Teheran
- (b) " TUKAN " - Chief of I.R.I.A.F. - Teheran Headquarters
- (c) Monica Bendeck - Dubai / Abu Dhabi intermediary
- (d) " HORMOS " - Teheran official of General Staff Hdqtrs

Several weeks ago in consultation with my Controller RAC William Lecates, U.S. CUSTOMS SERVICE / NASHVILLE under USA assigned cover as -

File code name ; Frank B. Ingram

File name/number ; FBI (SA 32 NV)

As I was instructed and cleared to continue communications while the " good old guys " upstairs determine the next course of action, besides running through the side door as discovered later, based on my reporting data.

Later I was requested by the Iranian group to attend a special meeting in Abu Dhabi, which is to include the Dubai Ambassador to discuss details. On March 16, 1990, I requested again USA authorization to attend, or I would not consider further communications or Iranian requests, inter alia. Based on these sensitive requests to the upstairs level personnel for USA advice and direction, I was informed that RAC Lecates would no longer be my Controller, and since " Uncle Bill " has passed away, the directive now suggested I contact Vice President Dan Quayle or President Bush, for various security reasons, among other things. The " Good Old Boys " upstairs have received all of the pertinent data and related documentation from Nashville.

Since I was not contacted in Amman early Monday thru Wednesday, this week, relative to the Iranian meeting request(s), I will " stand down " on this sensitive situation, unless I receive direction and authorization.

Thank you for your rapid response on this urgent matter, your friend,

Warmest personal regards,

Leo E. Wanta
Chairman / CEO