AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE UNIVERSITY OF TAMPA, INCORPORATED

Pursuant to Section 617.1007, Florida Statutes, The University of Tampa, Incorporated (the "Corporation"), a Florida not for profit corporation originally chartered in Hillsborough County, Florida, on March 13, 1930, and reincorporated under a Certificate of Reincorporation filed with the Florida Secretary of State on June 14, 1960 (as subsequently amended to date of filing this instrument, the "Certificate of Reincorporation"), adopts the following amendment and restatement of its Certificate of Reincorporation ("Amended and Restated Articles of Incorporation" or "Articles"). Any amendments included in these Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007(4) and 617.1002 (1)(b), Florida Statutes, and there is no material discrepancy between the Certificate of Reincorporation and these Amended and Restated Articles of Incorporation, other than the inclusion of amendments adopted pursuant to Section 617.1007(4) and the omission of only some matters of historical relevance.

Article I

Name and Location

The name of the Corporation shall be THE UNIVERSITY OF TAMPA, INCORPORATED, and it shall be located in Hillsborough County, Florida, in or near the City of Tampa. The principal address and mailing address of the Corporation is 401 West Kennedy Blvd., Tampa, Florida 33606.

Article II

Term

This Corporation shall have perpetual existence.

Article III

Purpose

The Corporation is organized and shall be operated exclusively for such scientific, educational, literary, charitable or religious purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provision of any future United States Internal Revenue Law. Within the scope of the foregoing, the Corporation is specifically organized and empowered:
(a) To conduct a university, college, or school or other institution of learning and institutions for scientific or other research; to build, construct, buy, lease or otherwise acquire and hold, equip and maintain said institution or institutions and all necessary or useful facilities therefor, whether real or personal property; to provide instruction for both male and female students, and to house, feed and provide other necessities and conveniences for such students and to charge therefor:

(b) To admit students and to establish regulations for their conduct and to enforce penalties for the breach thereof, and to suspend or expel and student in the absolute discretion of the Corporation; to engage teachers, other members of the faculty, officers and such employees and assistants as may be necessary and advisable, and to prescribe their duties and compensation; the Corporation may house, feed and provide other necessities and conveniences for such teacher, members of the faculty, officers, employees, assistants and their families, and charge therefor; and

(c) To provide courses of study, methods of instruction and requirements for graduation therein on completion thereof; and to award academic, professional, scholastic and honorary degrees and diplomas in evidence thereof to such persons and upon such terms or conditions as may be from time to time determined by the corporation, and to award certificates in evidence of the partial completion of the course or courses of study.

The Corporation shall be authorized to perform any activities related to or incidental to the furtherance of the Corporation's stated purposes or permitted under the laws of the United States and the State of Florida. The Corporation shall be entitled to and be possessed of all the privileges, franchises and powers as if originally incorporated under Chapter 617, Florida Statutes, as amended; and all the properties, rights and privileges belonging to the Corporation before its reorganization on June 14, 1960 that were acquired by gift, grant, conveyance, assignment or otherwise are ratified, approved, confirmed and assured to the Corporation with like effect and to all intents and purposes as if they had been originally acquired through incorporation under Chapter 617, Florida Statutes, as amended; provided, however, that the Corporation shall be subject to all the contracts, duties and obligations theretofore resting upon it or to which it shall then be in any way liable.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any of its members, trustees, officers, or other private persons, unless such member, trustee, officer, or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable
compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in this Article III. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code) and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

Article IV

Dissolution

In the event of dissolution, the residual assets of the Corporation shall be distributed to an organization or organizations selected by the Corporation's Board of Trustees that is then exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code, or the corresponding section of any prior or future United States Internal Revenue Law.

Article V

Incorporators

The names of the Corporation's original incorporators are as follows:

R.J. Binnicker  
Frank D. Jackson  
James T. Swann  
W. G. Broein  
Carl D. Broein, Sr.  
Alexander Akerman  
John B. Sutton  
James W. Morris  
George M. Osborn

A. L. Cuesta, Jr.  
S. E. Thomason  
John G. Anderson, Jr.  
W. P. Adamson  
John S. Helms  
J. A. Griffin  
D. B. McKay  
V. V. Sharpe  
Charles A. McKeand

Article VI

Members

The Corporation shall not have any members, and all rights granted to members under law shall be vested in the members of the Board of Trustees. The Corporation shall not issue capital stock.
Article VII

Board of Trustees and Officers

(a) Board of Trustees. The affairs and business of the Corporation shall be conducted by a Board of Trustees (the "Board of Trustees" or the "Board") of not less than three members nor more than sixty-one members, the exact number, qualification and terms of which shall be as set forth in the Bylaws. No member of the Board of Trustees shall serve more than two successive terms, except as otherwise provided in the Bylaws.

If all members of the Board of Trustees resign, become deceased, mentally disabled or otherwise incapable of performing their duties as members of the Board of Trustees and successor members of the Board of Trustees have not been appointed or elected, then the Circuit Court of Hillsborough County, Florida shall either (1) appoint a replacement board of trustees, (2) select an organization headquartered in Hillsborough County, Florida that satisfies the tax requirements provided in Article IV to which the residual assets of the Corporation shall be distributed.

The names and addresses of the members of the Board of Trustees presently serving under the Certificate of Reincorporation for the term indicated next to their names and until their successors are duly elected and qualified under these Amended and Restated Articles of Incorporation, or until their earlier resignation, removal or death, or by virtue of their office in accordance with the Bylaws, are as follows:

F. Scott Blackburn
Chairman and CEO
CommerceQuest, Inc.
c/o 401 W. Kennedy Blvd.
Tampa, FL 33606
Term Expires 2001

Robert C. Calafell
Senior Vice President Corporate Planning
GTE (Retired)
c/o 401 W. Kennedy Blvd.
Tampa, FL 33606
Term Expires 2001

Roberto R. Blagojevich
Chairman & CEO
IFC Holdings, Inc.
c/o 401 W. Kennedy Blvd.
Tampa, FL 33606
Term Expires 2001

William N. Cantrell
President
TECO-Peoples Gas
c/o 401 W. Kennedy Blvd.
Tampa, FL 33606
Term Expires 2002

E. Jackson Boggs, Esquire
President & Chairman of the Board
Fowler, White, Gillen, Boggs, Villareal and Banker, P.A.
c/o 401 W. Kennedy Blvd.
Tampa, FL 33606

J. R. (Buddy) Carter, Jr.
Vice President of Sales
Speedline Athletic Wear
c/o 401 W. Kennedy Blvd.
Tampa, FL 33606
Term Expires 2001

Phillip E. Casey  
*Chairman & CEO*  
AmeriSteel  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

John B. Caswell  
*Chairman*  
The Omnia Group, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

Angelo A. Catani  
*Vice Chairman*  
Primex Technologies, Inc. *(Retired)*  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2003

James A. Cloar  
*President*  
Tampa Downtown Partnership  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

Pat Colvard  
*President*  
The Chislers, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

Stephen F. Dickey, M.D.  
*CEO*  
Doctor's Walk-In Clinics, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Cheri Donohue  
*President*  
Parent's Council  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

Maureen Rorech Dunkel  
*CEO*  
MLDJ, Inc  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

John A. Ferrell  
*President*  
GTE Florida Network Services  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Jay A. Garner  
*President*  
Greater Tampa Chamber of Commerce  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

Dick A. Greco  
*Mayor*  
City of Tampa  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

Syd N. Heaton  
*Chairman & CEO* - Advantis *(Retired)*  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Robin C. Hoover  
*Chairman*  
Spartan Premier Staffing, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Kenneth E. Hyatt *(Chairman of the Board of Trustees)*  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001
Thomas E. Jones  
*Executive Vice President – Business Services*  
Citigroup  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

W. Andrew Krusen, Jr.  
*President and CEO*  
DFG Management, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Sam Lazzara  
*Chairman*  
Board of Counselors  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

John L. Macdonald  
*President*  
JLM Industries, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

A. D. (Sandy) MacKinnon  
*President & Owner*  
Yale Industrial Trucks  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Gene E. Marshall  
*Senior Vice President*  
The Chase Manhattan Bank  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2003

Eugene H. McNichols  
*President*  
McNichols Company  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Stephen J. Mitchell, Esquire  
*Attorney*  
Annis, Mitchell, Cockey, Edwards & Roehl, P.A.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Lee E. Moncrief  
*CEO-West Florida*  
SouthTrust Bank N.A.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Vincent J. Naimoli  
*Chairman, President, CEO*  
Anchor Industries Int'l., Inc.  
*Managing General Partner & CEO*  
Tampa Bay Devil Rays  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

J. Ross Parker  
*Chairman & CE*  
Parker Ventures, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

Neil J. Rauenhorst  
*President & CEO*  
Opus South Corporation  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

James M. Santo  
*Executive Vice President- Eckerd Corporation (Retired)*  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

Ernest C. Segundo, Sr.  
*(Retired)*  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2003
Lisa Shetter  
*President*  
National Alumni Association  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

John H. Sykes  
*Chairman & CEO*  
SYKES Enterprises, Incorporated  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

L. Garry Smith, Jr.  
*Director*  
Salomon Smith Barney  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

Rick Thomas (Vice Chairman of the Board of Trustees)  
*President & CEO*  
Thomas Financial Group  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2005

Trevor G. Smith  
*Chairman*  
Board of Fellows  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

James E. Tokley, Sr.  
*Poet Laureate, City of Tampa and President*  
Tokley and Associates  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

E. W. (Rusty) Stephenson, Jr.  
*President-Florida Banking Group*  
AmSouth Bank  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

Ronald L. Vaughn, Ph.D.  
*President*  
The University of Tampa  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Ex Officio

David A. Straz, Jr.  
*Chairman*  
David A. Straz, Jr. Foundation  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2002

John B. West  
*CEO*  
System One Services, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2001

Jack D. Suarez  
*President*  
Inland Homebuilding Group, Inc.  
c/o 401 W. Kennedy Blvd.  
Tampa, FL 33606  
Term Expires 2003

(b) Officers. The officers of the Corporation shall include a Chair and Vice-Chair of the Board of Trustees, a President, Vice-President, Secretary and Treasurer of the Corporation, and such other officers, assistant officers, and agents as deemed appropriate by the President or the Board from time to time in accordance with the Bylaws. The officers shall have the authority and perform the duties prescribed by the President or the Board in accordance with the Bylaws. All officers shall hold office until their successors have been elected or appointed and have
qualified or until their earlier resignation, removal from office, or death. One person may hold any two or more offices. The failure to elect a Chair, Vice-Chair of the Board, President, Vice-President, Secretary, or Treasurer shall not affect the existence of the Corporation.

The names of the officers who are presently serving under the Certificate of Reincorporation for the term indicated next to their and until their successors are duly elected and qualified, or until his or her earlier resignation, removal or death are:

Chair of the Board       Kenneth E. Hyatt
Vice-Chair of the Board  Rick Thomas
President                Ronald L. Vaughn
Vice-President / Treasurer Robert E. Forschner
Secretary of the Corporation Donna B. Popovich
Secretary of the Board    John H. Sykes

Article VIII

Registered Office and Registered Agent

The street address of the registered office of the Corporation is 401 West Kennedy Blvd., Tampa, Florida 33606, and the Corporation's registered agent at that address is RONALD L. VAUGHN.

Article IX

Bylaws

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the Board of Trustees in accordance with the Bylaws.

Article X

Amendments to the Articles of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law.
CERTIFICATE OF PRESIDENT

The foregoing Amended and Restated Articles of Incorporation, including all amendments contained therein, were adopted at a meeting of the Board of Trustees of the Corporation, in accordance with Sections 617.1002(1)(b) and 617.1005(4) of the Florida Statutes, on May 25, 2000. There are no members of the Corporation entitled to vote on the amendments.

IN WITNESS WHEREOF, I have executed these Amended and Restated Articles of Incorporation as of the 6th day of June, 2000.

Ronald L. Vaughn,
Dr. Ronald L. Vaughn,
President