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FLORIDA NON-PROFIT CORPORATION

CANTERBURY SCHOOL PROPERTIES, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 5, 2000

JOHNSON BLAKELY POPE

SUBJECT: CANTERBURY SCHOOL PROPERTIES, INC.
REF: W00000014177

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Becky McKnight
Document Specialist

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ARTICLES OF INCORPORATION
OF
CANTERBURY SCHOOL PROPERTIES, INC.

A NONPROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, does hereby make, subscribe, acknowledge and file these Articles of Incorporation:

ARTICLE I
NAME AND ADDRESS

The name of this corporation is CANTERBURY SCHOOL PROPERTIES, INC. The mailing address of the corporation is: 901 - 58th Avenue, N.E., St. Petersburg, Florida 33703-1697. The address of the corporation's principal office is: 901 - 58th Avenue, N.E., St. Petersburg, Florida 33703-1697.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized and shall be operated as a corporation not for profit, exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or by an organization, contributions to which are deductible under Code Section 170(c)(2), and for the benefit of THE CANTERBURY SCHOOL OF FLORIDA FOUNDATION, INC., a Florida not for profit corporation, or, any other qualified organizations, as hereinafter defined, selected by the Directors of the Corporation, in furtherance of the purposes of the previously-named organization. An organization is a "qualified organization" for purposes of these Articles only if it is described in Section 501(c)(3) and Sections 509(a)(1) and (a)(2) of the Internal Revenue Code of 1986, as amended (hereinafter the "Code").]

Prepared By:

Peter A. Rivellini, Esquire
Johnson, Blakely, Pope, Bokor,
Ruppel & Burns, P.A.
911 Chestnut Street
Clearwater, Florida 33756
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2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Code Section 501(h). The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Code Section 501(c)(3).

4. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income there from or distribute the same for the above purposes.

ARTICLE IV LIMITATIONS

No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Code Section 501(a) as an organization described in Code Section 501(c)(3) which is other than a private foundation by reason of being described in Code Section 509(a)(1), (2) or (3).

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event the Corporation dissolves, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation exclusively to charitable organizations which would then qualify under the provisions of Code Section 501(c)(3) and the Treasury Regulations, as now they exist, or, as they may hereafter be amended.

ARTICLE VI MEMBERS; DIRECTORS

1. The Corporation shall not have any members. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.

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2. The Board of Directors shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

ARTICLE VII INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Internal Revenue Code of 1986 shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE VIII INDEMNIFICATION

Each director and each officer or former director or officer of this Corporation may be indemnified and may be advanced reasonable expenses by this Corporation against liabilities imposed upon him or her and reasonable expenses incurred him or her in connection with any claim against him or her, or, any action, suit or proceeding to which he or she may be a party by reason of his or her being, or, having been, such director or officer and against such sum as independent counsel selected by the directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no director or officer shall be indemnified: (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in performance of duty; (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the directors shall not deem reasonable payment made primarily with a view to avoiding expenses of litigation; or (c) with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which directors or officers maybe entitled under any bylaw, agreement, corporate resolutions, vote of directors or otherwise. This Corporation shall have the power to purchase or maintain, at its cost and expense, insurance on behalf of such persons to the fullest extent permitted by this Article and applicable state law.

ARTICLE VIII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this Corporation at that address is Peter A. Rivellini.

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ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles are:

Name

Address

PETER A. RIVELLINI

911 Chestnut Street
Clearwater, Florida 33756

The undersigned has subscribed his name this 2 day of June, 2000, at Pinellas County, Florida.



PETER A. RIVELLINI

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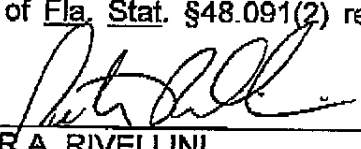
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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, CANTERBURY SCHOOL PROPERTIES, INC., desiring to organize under the laws of the State of Florida, hereby designates PETER A. RIVELLINI, located at 911 Chestnut Street, Florida 33756, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.



PETER A. RIVELLINI

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