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**THE UNITED STATES
CORPORATION
COMPANY**

ACCOUNT NO. : 072100000032

REFERENCE : 786060 9964A

AUTHORIZATION :

COST LIMIT : \$ 78.75

Patricia Pysit

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -3 PM 1:03

ORDER DATE : August 3, 2000

ORDER TIME : 9:37 AM

ORDER NO. : 786060-005

CUSTOMER NO: 9964A

100003345001--5

CUSTOMER: Ronda M. Parris, Legal Asst
Shumaker Loop & Kendrick

Barnet Plaza, Suite 2800
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: PASSBACK FOUNDATION OF TAMPA
BAY, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

RECEIVED
00 AUG -3 AM 10:42
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

g 8/3/00

EFFECTIVE DATE

8/1/00

ARTICLES OF INCORPORATION

FOR

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SECRETARY OF STATE
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PASSBACK FOUNDATION OF TAMPA BAY, INC.

The undersigned, acting as incorporator of a corporation to be formed in line with chapter 617, Florida Statutes entitled the "Florida Not For Profit Corporation Act," adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

PASSBACK FOUNDATION OF TAMPA BAY, INC.

**ARTICLE II - PRINCIPAL PLACE OF
BUSINESS AND MAILING ADDRESS**

The principal place of business and the mailing address of this corporation shall be:

13702 Sun Court
Tampa, Florida 33602

ARTICLE III - PURPOSE

(1) The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (hereafter the "Code") and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

(2) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, any director or officer of the corporation or any member of the corporation or any

ARTICLES OF INCORPORATION
PASSBACK FOUNDATION OF TAMPA BAY, INC.
Page 2

other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no director or officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. 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 not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(4) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(5) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(6) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(7) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(8) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLES OF INCORPORATION
PASSBACK FOUNDATION OF TAMPA BAY, INC.
Page 3

(9) Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed shall be stated in the corporation's Bylaws.

ARTICLE V - LIMITATION OF CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statute, unless limited as follows:

No Limitations

ARTICLE VI - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is:

Bruce H. Gordon, Esquire
c/o Shumaker, Loop & Kendrick LLP
101 East Kennedy Blvd., Ste. 2800
Tampa, Florida 33602

ARTICLES OF INCORPORATION
PASSBACK FOUNDATION OF TAMPA BAY, INC.
Page 4

ARTICLE VII - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is:

Tyler H. Gordon
13702 Sun Court
Tampa, Florida 33624

ARTICLE VIII - BOARD OF DIRECTORS

The corporation shall have four (4) directors initially. The number of directors constituting the Board and the manner in which directors are elected or appointed shall be as provided in the Bylaws of the corporation; provided, however, that there shall never be less than three (3) directors. The names and addresses of the first Board of Directors who shall serve until their successors are duly appointed or elected are as follows:

Tyler H. Gordon	13702 Sun Court Tampa, Florida 33624
Luciano Fernandez	455 Alt. 19 S. #B-22 Palm Harbor, Florida 34683
Luarent Alves	2682 E. Fowler Avenue Tampa, Florida 33612
Jorge Tirado	2682 E. Fowler Avenue Tampa, Florida 33612

ARTICLES OF INCORPORATION
PASSBACK FOUNDATION OF TAMPA BAY, INC.
Page 5

ARTICLE IX - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

The undersigned incorporator has executed these Articles of Incorporation this 1st day of August, 2000.


"Incorporator"



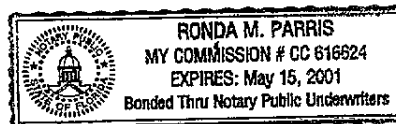
TYLER H. GORDON

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of August, 2000, by TYLER H. GORDON, who is personally known to me.



NOTARY PUBLIC
My Commission Expires



ARTICLES OF INCORPORATION
PASSBACK FOUNDATION OF TAMPA BAY, INC.
Page 6

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DIVISION OF CORPORATIONS
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Passback Foundation of Tampa Bay, Inc.
2. The name and address of the registered agent and office is:

Bruce H. Gordon, Esquire
(NAME)

c/o Shumaker, Loop & Kendrick LLP, 101 E. Kennedy Blvd., Suite 2800
(P.O BOX NOT ACCEPTABLE)

Tampa, Florida 33602
(CITY/STATE/ZIP)

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date

BH Gordon

August 1, 2000