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TERESA EHRINGER PARRINO

4830 San Jose Street • Tampa, FL 33629 • (813) 831-5025

June 12, 2001

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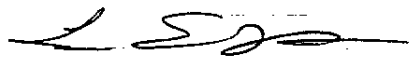
Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation - Tampa Bay Education and Research Foundation, Inc.

Dear Sir/Madam:

I am enclosing an original set of Articles of Incorporation (and Certificate Designating Registered Agent/Registered Office) and one copy for the above-referenced Not For Profit Corporation along with a check, payable to the Department of State, Division of Corporations in the amount of \$78.75. Please file the enclosed Articles or contact me should you have any questions or comments.

Sincerely,



Teresa E. Parrino, Esquire

Enclosures (original articles, one copy, check for filing fee)

FILED
01 JUN 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

6-29-01
WCC

**ARTICLES OF INCORPORATION
OF
TAMPA BAY EDUCATION AND RESEARCH FOUNDATION, INC.**

The undersigned subscriber to these Articles of Incorporation, a natural person authorized to contract, hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes.

FILED
JUN 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ONE - NAME

The name of the Corporation is Tampa Bay Education and Research Foundation, Inc.

ARTICLE TWO - ADDRESS OF PRINCIPLE OFFICE

The initial street address and mailing address of the Corporation's principle office is 1411 Seffner Valrico Road, Seffner, Florida 33584.

ARTICLE THREE - DURATION

The term of existence of the Corporation is perpetual.

ARTICLE FOUR - PURPOSE

The principal objectives and purposes for which this Corporation is organized are to conduct research and promote educational programs in the sciences for the citizens of the state of Florida, more specifically set out below:

- To offer unique educational programs in the sciences
- To publish educational and research materials
- To conduct research in ecological issues relative to aquatic environments
- To conduct ecological restoration projects
- To promote new and innovative techniques for ecological solutions to environmental problems
- For charitable and educational purposes, including, for such purposes, the making

of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding provisions of any future United States Internal Revenue Code) and have the proposes set forth above. Notwithstanding any other provision contained herein to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 503(c)(3) of the internal Revenue Code, as amended (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE FIVE - BOARD OF DIRECTORS

The method of election or removal of Directors shall be by a majority vote with a quorum present, unless otherwise stated in the bylaws. The names and street addresses of the five (5) initial Directors of the Corporation are as follows:

President:

J. Nicholas Ehringer
1411 Seffner-Valrico Road
Seffner, Florida 33584

Vice President:

James Wysong
6818 Valerie Lane
Brandon, FL 33511

Vice President:

Brian Lane
1405 Viola
Brandon, FL 33511

Treasurer:

Chuck Sodoroff
1316 Highview Road
Brandon, FL 33511

Secretary:
William Falls
P.O. Box 1134
Crystal Beach, FL 34681

Attorney:
Teresa E. Parrino
4830 San Jose Street
Tampa, FL 33629

ARTICLE SIX - INCORPORATORS

The name and street address of the incorporator is J. Nicholas Ehringer, 1411 Seffner Valrico Road, Seffner, Florida 33584.

ARTICLE SEVEN - LIABILITY

None of the directors or officers of the Corporation shall be personally liable for its debts, liabilities or obligations.

ARTICLE EIGHT - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this not-for-profit Corporation is 4830 San Jose Street, Tampa, Florida 33629 and the name of the initial registered agent of the Corporation at that address is Teresa E. Parrino.

ARTICLE NINE - DISSOLUTION OF THE CORPORATION

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or specified purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 19986, as amended (or

the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not disposed of shall be disposed by a Court of general jurisdiction in the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusive for such purposes.

ARTICLE TEN - NO STOCK TO BE ISSUED

The Corporation is organized on a non-stock basis. The Corporation shall not issue any stock.

ARTICLE ELEVEN - NO PRIVATE INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or their private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Four hereof. 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 publishing or distribution of statements) any political campaign on behalf of any candidates for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 617.0501 and 48.091, 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 :

TAMPA BAY EDUCATION AND RESEARCH FOUNDATION, INC.

2. The name and address of the registered agent and office is:

Teresa E. Parrino
4830 San Jose Street
Tampa, FL 33629

FILED
01 JUN 27 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

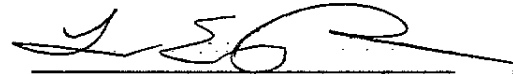


J. NICHOLAS EHRINGER

Incorporator

Date: 6/15/01

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 617.0503, FLORIDA STATUTES, RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



TERESA E. PARRINO

Registered Agent

Date: 6/15/01