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David C. Lanigan, J.D., LL.M.

January 4, 2002

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: ARTICLES OF INCORPORATION OF
NEW TAMPA CULTURAL CENTER, INC.

Dear Sirs:

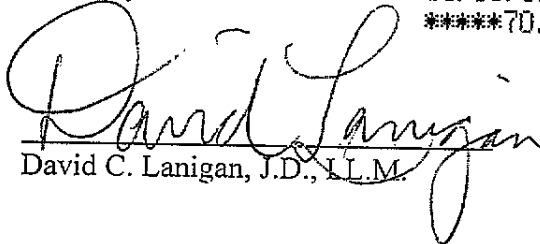
Enclosed are:

1. the Articles of Incorporation of New Tampa Cultural Center, Inc., (the "Articles");
2. a duplicate original of the Articles; and
3. check number 1645 made payable to the Florida Department of State, in the amount of \$70.00, which covers the filing fee for the Articles and the Acceptance by Registered Agent.

Please (1) file the Articles and (2) return a file-stamped copy of the duplicate original Articles to me via U.S. Mail.

Please do not hesitate to call me if you have any questions or comments.

Sincerely,


David C. Lanigan, J.D., LL.M.

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Enclosures

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**ARTICLES OF INCORPORATION
OF
NEW TAMPA CULTURAL CENTER, INC.**

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned persons, acting as incorporators of a corporation not-for-profit under the Florida Not-For-Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for such corporation.

ARTICLE I: NAME

The name of this corporation is "New Tampa Cultural Center, Inc."

ARTICLE II: PRINCIPAL OFFICE ♦ MAILING ADDRESS

The address of the principal office of the corporation is 18302 Highwoods Preserve Parkway, Suite 201, Tampa, Florida 33647. The mailing address of the corporation is: 18302 Highwoods Preserve Parkway, Suite 201, Tampa, Florida 33647.

ARTICLE III: DURATION

This corporation shall have perpetual duration.

ARTICLE IV: PURPOSES

The purposes of this corporation is organized are exclusively religious, charitable, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, specifically to:

A. develop, in the area commonly known as "New Tampa", a cultural center to foster community interest and participation in the visual and performing arts;

B. provide a venue for fostering a greater understanding of, and education in all facets the visual and performing arts;

C. provide a venue for local performance and exhibition of community work products in the visual and performing arts, as well as selected performances and exhibitions of the works of groups from outside the "New Tampa" area;

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- D. ensure that programs and services in the arts are available for at risk children and the less economically affluent in the community;
- E. provide temporary, physical office space and start-up support for emerging artistic and performing arts entities, and to assist them in attaining a viable operating status; and
- E. provide educational courses at affordable prices to members of the community in a variety of areas relating to the visual and performing arts.

ARTICLE V: POWERS

This corporation shall have the power to do everything necessary, proper, or convenient for the accomplishment of any of the purposes herein set forth, and to do every other act incidental thereto which is not forbidden by the laws of the State of Florida or by the provisions of these Articles of Incorporation, including, but not limited to, power to perform contracts for any lawful purpose, to engage in various funding and fund raising activities, and to acquire, hold, operate, maintain, and lease real and personal property to effectuate its purposes.

ARTICLE VI: MEMBERS

This corporation is organized upon a non-stock basis. The qualification for members, if any, and the manner of their admission shall be as regulated by the bylaws.

The members of this corporation, if any, shall be provided for in the bylaws, shall have: 1) no right, title, or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding-up of this corporation; 2) whatever voting and other rights are provided in the bylaws. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation but may become liable to the corporation for dues, assessments, or fees as provided by law and by the bylaws.

Membership in the Corporation may be terminated in the manner provided by law or by the bylaws. The corporation shall keep a membership book as provided by law.

ARTICLE VII: REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the corporation is c/o Graeme Woodbrook, 18302 Highwoods Preserve Parkway, Suite 201, Tampa, Florida 33647. The name of its initial Registered Agent at such address is Graeme Woodbrook.

ARTICLE VIII: DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by its Board of Directors. The number of Directors shall initially be three (3), but such

number may be changed as provided by the Bylaws. The directors shall be elected or appointed as provided in the bylaws.

The names and residence addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Graeme C. Woodbrook	17802 Ridge Way Court Tampa, Florida, 33647
Peter Wolfe	17720 Nathan's Court Tampa, Florida, 33647
Theodore Grellner	5125 Palm Springs Road; Unit 9107 Tampa, Florida, 33647

ARTICLE IX: INCORPORATORS

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Graeme C. Woodbrook	17802 Ridge Way Court Tampa, Florida, 33647

ARTICLE X: DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed generally in accordance with the requirements of Section 617.1406 (3), Florida Statutes:

(A) Assets held by the corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, must be returned, transferred, or conveyed in accordance with such requirements;

(B) Assets held by the corporation subject to limitations permitting their use only for charitable purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, but not held upon condition requiring return, transfer, or conveyance by reason of dissolution of the corporation, must be transferred or conveyed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent analogous federal tax laws, and which is engaged in activities substantially similar to those of this corporation.

ARTICLE XI: AMENDMENT

These Articles of Incorporation may be amended by a majority vote of the directors.

ARTICLE XII: PRIVATE FOUNDATION RULES

The corporation, during the period it is a "private foundation" as defined in Section 509(a) of the Internal Revenue Code of 1986, as amended, Title 26 of the U.S. Code, may not: (a) engage in any act of "self-dealing", as defined in Section 4941(d), which would give rise to any liability for the tax imposed by Section 4941(a); (b) retain any "excess business holdings" as defined in Section 4943(c), which would give rise to any liability for the tax imposed by Section 4943(a); (c) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for the tax imposed by Section 4944(a); and (d) make any "taxable expenditures" as defined in Section 4945(d), which would give rise to any liability for the tax imposed by Section 4945(a).

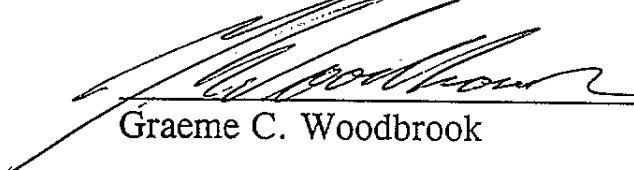
During the period the corporation is a "private foundation" as defined in Section 509 of the Code, it shall distribute for the purposes defined in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Section 4942(a).

ARTICLE XIII: DIVIDENDS PROHIBITED

This corporation may not pay dividends to its members, directors or officers, although this corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its members in conformity of its purposes.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of Florida, have executed these Articles of Incorporation, the incorporation to be effective on January __, 2002.

NEW TAMPA CULTURAL CENTER, INC.,
a Florida corporation



Graeme C. Woodbrook

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the corporation is NEW TAMPA CULTURAL CENTER, INC.
2. The name and address of the registered agent and registered office are Graeme Woodbrook, c/o Graeme Woodbrook, 18302 Highwoods Preserve Parkway, Suite 201, Tampa, Florida 33647.

Having been named Registered Agent and designated to accept service of process for the above Corporation, I hereby 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.

Dated: January 4, 2002


Graeme Woodbrook

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