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February 25, 2002

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

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Re: Global Catalyst Foundation, Inc.

Ladies/Gentlemen:

On behalf of my above-named corporate client, I am enclosing the following:

1. An original and two copies of the Articles of Incorporation of Global Catalyst Foundation, Inc.
2. Our firm's check, payable to the order of the "Department of State", in the amount of \$131.25, for the filing fee, designation of registered agent, Certificate of Status and certified copy of the Articles of Incorporation.

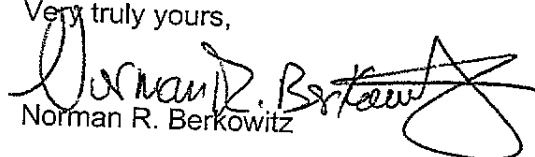
Kindly file the enclosed original Articles of Incorporation and forward the Certificate of Status and a certified copy of the Articles of Incorporation directly to my office.

For your convenience, I am enclosing a self-addressed, postage-paid envelope.

Thank you in advance for your anticipated cooperation and prompt attention with respect to this matter.

If you have any questions in this regard, please contact me.

Very truly yours,


Norman R. Berkowitz

cc: Ms. Cornelia H. Corbett
Ms. Melanie Craig

**ARTICLES OF INCORPORATION
OF
GLOBAL CATALYST FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purposes of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

GLOBAL CATALYST FOUNDATION, INC.

ARTICLE II- PRINCIPAL OFFICE

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

2202 North West Shore Boulevard
Suite 110
Tampa, Florida 33607

ARTICLE III - PURPOSES

The specific purposes for which the corporation is organized are:

1. (a) For scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in this connection to give, convey or assign any of its property outright, or upon lawful terms regarding the use thereof, to other organizations that shall be organized and operated exclusively for religious, charitable, scientific, literary or educational purposes; (b) transfers of property to such organizations shall, to the extent then permitted by the Internal Revenue Code, be exempt from gift, succession, inheritance, estate or death taxes (by whatever name called) imposed by the Internal Revenue Code; and (c) such organizations shall, to the extent then permitted under the Internal Revenue Code, be exempt from income taxes imposed by the Internal Revenue Code. The purposes for which the corporation is organized shall be confined to those which are strictly scientific, educational and charitable.

2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purposes clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code.
3. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE IV - MANNER OF ELECTION OF DIRECTORS

The manner in which the directors are elected or appointed is:

The initial three directors of the corporation shall be elected by the Incorporator. Thereafter, newly created directorships resulting from an increase in the number of directors and vacancies occurring on the board for any reason may be filled by a vote of the majority of the directors then in office.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

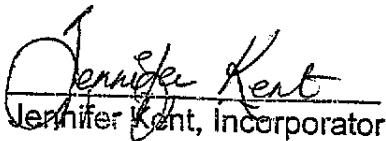
The name and Florida address of the initial registered agent are:

Cornelia H. Corbett
2202 North West Shore Boulevard
Suite 110
Tampa, Florida 33607

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are:

Jennifer Kent
2202 North West Shore Boulevard
Suite 110
Tampa, Florida 33607


Jennifer Kent, Incorporator

12/13/01
Date

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.


Cornelia H. Corbett, Registered Agent

1/11/02
Date

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TALLAHASSEE, FLORIDA