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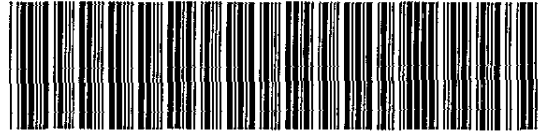
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NO2-31764

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2002 OCT 31 PM 12:04



ACCOUNT NO. : 072100000032

REFERENCE : 800923 4332313

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 78.75

ORDER DATE : October 30, 2002

ORDER TIME : 10:54 AM

ORDER NO. : 800923-005

CUSTOMER NO: 4332313

CUSTOMER: Kimberly Lieb, Legal Assistant
Buchanan Ingersoll, P.c.

One Oxford Centre, 20th Flr.
301 Grant Street
Pittsburgh, PA 15219-1410

DOMESTIC FILING

NAME: CTC 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: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

October 31, 2002

CSC

SUBJECT: CTC TAMPA BAY INC.
Ref. Number: W02000031364

RESUBMIT

Please give original
submission date as file date.

We have received your document for CTC TAMPA BAY INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch
Document Specialist
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Letter Number: 902A00059896

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RESUBMIT
Please give original
submission date as file date.

ARTICLES OF INCORPORATION

OF

CTC TAMPA BAY INC.

(in compliance with Chapter 617, F. S.)

FILED
2002 OCT 31 PM 12:04
CLERK OF CIRCUIT COURT
JUDICIAL CIRCUIT IN AND FOR
THE COUNTY OF HILLSBORO, FLORIDA

ARTICLE I NAME

The name of the Corporation shall be CTC Tampa Bay Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation shall be: 7935 114th Avenue, Largo, FL 33773-5026.

ARTICLE III PURPOSE

The purposes for which the Corporation is organized are:

General Purposes. The Corporation is incorporated under Chapter 617, Florida Statutes, and shall be operated exclusively for charitable, scientific, testing for public safety, literary and educational purposes permitted within the scope of the Non-Profit Corporation Act and § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Specific Purposes. In furtherance of its general charitable, scientific, testing for public safety, literary and educational purposes, and to lessen the burdens of the governments of the United States of America, the several states (particularly the State of Florida), and political subdivisions, agencies, and instrumentalities of any of the foregoing (particularly including Pinellas County, Florida and the Tampa Bay region), the Corporation shall undertake activities in the public interest to promote the economic, social and educational development of local, state and regional economies (including low-income and economically-distressed sectors and regions) into dynamic, environmentally-sustainable, and socially-inclusive economies that offer economic opportunity to all residents and are able to compete successfully in the global marketplace. To those ends, the Corporation shall engage in activities designed to assist in the practical implementation of effective public policies, programs and initiatives, including promotion of capital investment and job-creating entrepreneurship. In furtherance of the foregoing, the Corporation, in the public interest and to lessen the burdens of government, may also undertake scientific research and development activities for the governments of the United States of America, the District of Columbia, the several states, and political subdivisions, agencies, and instrumentalities of any of the foregoing (particularly including the State of Florida, Pinellas County and the Tampa Bay region), and may undertake educational and other activities to promote the use of the benefits of scientific research and development by the American industrial

base. Without otherwise limiting its powers, the Corporation may exercise all rights and powers conferred by the laws of the state of Florida upon non-profit corporations.

Notwithstanding the foregoing provisions, however, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code.

ARTICLE IV MEMBERS

The Corporation shall have a single member: CTC Public Benefit Corporation, a nonprofit Corporation existing under the laws of the District of Columbia.

ARTICLE V ELECTION OF DIRECTORS

The business and affairs of the Corporation shall be managed under the direction of a Board of Directors, consisting of three or more natural persons elected or appointed by the member, CTC Public Benefit Corporation, in such manner as shall be provided in the Bylaws of the Corporation.

ARTICLE VI ANTI-INUREMENT

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other 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 herein.

ARTICLE VII POLITICAL ACTIVITIES

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office except as authorized under the Internal Revenue Code.

ARTICLE VIII OTHER PROHIBITED ACTIVITIES

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under § 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

ARTICLE IX DISSOLUTION

Upon the liquidation or dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational or scientific purposes as at the time shall qualify as an exempt organization or organizations under § 501(c)(3) of the Code, as amended, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the State of Florida.

ARTICLE X PRIVATE FOUNDATION STATUS

If the Corporation is ever determined by the Internal Revenue Service to be a private foundation, as defined in § 509(a) of the Code, the Corporation shall:

distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Code,

not engage in any act of self-dealing as defined in § 4941(d) of the Code,

not retain any excess business holdings as defined in § 4943(c) of the Code,

not make any investments in such manner as to subject it to tax under § 4944 of the Code,

not make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE XI INITIAL DIRECTORS

The Corporation shall initially have three Directors:

Brian A. Manty, c/o Concurrent Technologies Corporation, 7935 114th Avenue, Largo, FL 33773-5026

Michael A. Katz, c/o Concurrent Technologies Corporation, International Trade Center North Tower, Suite 200, 1300 Pennsylvania Avenue, NW, Washington, DC 20004-3016.

Robert A. Johnson, c/o Buchanan Ingersoll, One Oxford Centre - 20th Floor, 301 Grant Street, Pittsburgh, PA 15219-1410.

ARTICLE XII INITIAL REGISTERED AGENT

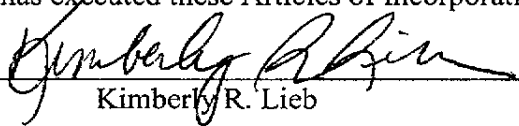
The initial registered agent of the Corporation is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301.

ARTICLE XIII INCORPORATOR

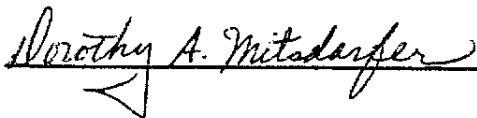
The Incorporator of the Corporation is: Kimberly R. Lieb, c/o Buchanan Ingersoll, One Oxford Centre - 20th Floor, 301 Grant Street, Pittsburgh, PA 15219-1410

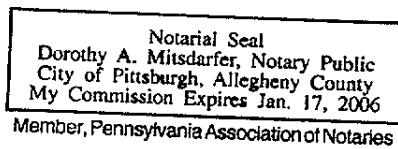
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation.


Kimberly R. Lieb

Before me, a Notary Public in and for the Commonwealth of Pennsylvania, personally appeared Kimberly R. Lieb, who signed the foregoing document as Incorporator and has averred that the statements therein contained are true.

SUBSCRIBED AND SWORN TO
before me this 30th day of October, 2002


Dorothy A. Mitsdarfer



Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By: Deborah D. Skipper
Deborah D. Skipper, as its agent

Date: October 31, 2002