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December 5, 2001

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

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Re: the Center of Tampa, Inc.

Dear Sir or Madam:

Enclosed for filing with your office are the *original* Restated Articles of Incorporation of The Center of Tampa, Inc., a Florida Corporation not for Profit). I have also enclosed the corporation's check payable to your office as the filing fee for this document.

Very Truly Yours,



Jere' M. Fishback, Esq.

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01 DEC -7 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**RESTATED
ARTICLES OF INCORPORATION
OF
THE CENTER OF TAMPA, INC.
(FLORIDA CORPORATION NOT FOR PROFIT)**

ARTICLE I - CORPORATE NAME

The name of this corporation is: THE CENTER OF TAMPA, INC.

ARTICLE II - CORPORATE NATURE

This is a non-profit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV - GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

a. For the advancement of chrity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

b. To provide educational services and information to individuals in need.

c. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

ARTICLE V - AUTHORIZED CAPITAL STOCK DIVIDENDS

This corporation shall issue no stock.

ARTICLE VI - MANAGEMENT OF CORPORATE AFFAIRS

A. - BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be thirteen (13), provided however, that such number may be changed by a By-Law duly adopted by a majority of the members of the then-existing Board of Directors. .

At each annual meeting of this corporation, the Directors whose terms are not expiring shall elect by majority vote Directors to fill vacancies of those Directors whose terms are expiring. No term limits shall be imposed upon persons serving as Directors, and nothing shall prohibit the re-election of persons whose present terms are expiring.

Directors shall each serve for a term of two (2) years. Directors' terms shall be staggered so that, one year seven (7) Directors shall be elected for their two year terms, and the following year the remaining six (6) seats on the Board of Directors shall be filled by election. The corporation's annual meeting shall be held at such other place or places as the Board of Directors may designate from time to time by resolution, and all board members shall be given at least thirty days' notice by the corporate secretary, advising them of the time, date and location of the annual meeting.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

B. - CORPORATE OFFICERS

The Board of Directors shall elect the following officers: 2 Co-Chairpersons. Secretary, Treasurer, Community Outreach Coordinador, and such other officers as the By-Laws of this corporation may authorize the Directors to authorize from time-to-time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Co-Chairperson: Craig Linden, M.D., 3301 Bayshore Blvd. #1408, Tampa, Florida 33629;

Co-Chairperson: Linda Hallgren, 2531 Victarra Circle, Lutz, Florida 33549;

Secretary: Gary Smith, 7713 N. Ola Avenue, Tampa, Florida 33604;

Treasurer: Todd Frary, 3806 N. Oak Drive V-52, Tampa, Florida 33611;

Community Outreach Coordinator: Mark Puig, 3717 San Luis Street, Tampa, Florida 33629.

ARTICLE VII - EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other 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 purpose set forth in Article IV hereof.

B. 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 any statements) any political campaign on behalf of any candidate for public office.

C. 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 section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE VIII - DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall. After paying or making provision for the payment of all the liabilities of the corporation, dispose of all 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 Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Law), 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 county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - MEMBERSHIP

The Board of Directors through enactment of By-Laws may choose to create "memberships" in the corporation, but persons granted these "memberships" shall not be given voting rights to elect members of the Board of Directors or officers for the corporation, and such "memberships" shall not vest in said "members" any ownership interest in the property of the corporation.

ARTICLE X - SUBSCRIBERS

The name and residence address of the Subscribers of this corporation is as follows:

Linda Hallgren, 2531 Victarra Circle, Lutz, Florida 33549;

Craig Linden, M.D., 3301 Bayshore Blvd. #1408, Tampa, Florida 33629;

Todd Frary, 3806 N. Oak Drive V-52, Tampa, Florida 33611;

Gary Smith, 7713 N. Ola Avenue, Tampa, Florida 33604;

Mark Puig, 3717 San Luis Street, Tampa, Florida 33629.

ARTICLE XI - AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporation Not for Profit Law of the State of Florida, the By-Laws of this corporation may be promulgated, modified, or rescinded by resolution approved by a majority of the duly elected members of the Board of Directors, in compliance with the procedures set forth in the By-Laws of the corporation.

ARTICLE XII - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, educational, charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XIII - REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be 4610 Central Avenue, Tampa, Florida 33603 and the name of its registered agent at said address shall be George Allen DuFour. The principal address shall be the same as the registered office.

ARTICLE XIV - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be enacted by a resolution adopted by

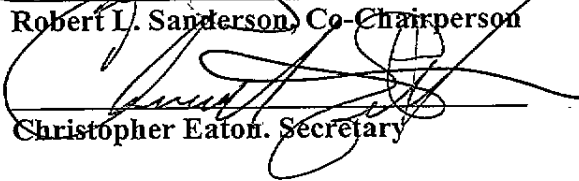
a majority of the duly elected members of the Board of Directors of this corporation.

Information Required by Florida Statute Section 617.1006

The above restated articles of incorporation for the corporation contain amendments to Articles VI, IX, XI, and XIV of the original articles of incorporation. Those amendments are set forth above. Article XIV of the original articles of incorporation required amendments to the articles to be approved by a majority vote of a quorum of the corporation's membership. On February 19, 2001, the corporation's Board of Directors adopted a resolution proposing the foregoing amendments, and scheduling a special meeting of members of the corporation to vote on the proposed amendment and notice of same was published to the membership more than 30 days' prior to the special meeting. On April 16, 2001 at the special meeting a quorum of the existing members of the corporation voted to adopt the foregoing amendments to the articles of incorporation, and the number of votes cast for the amendments was sufficient for approval under the corporation's By-Laws.

WE, THE UNDERSIGNED, being the duly elected Co-Chairperson and the Secretary do hereby submit the foregoing restated articles of incorporation for The Center of Tampa, Inc., in compliance with the provisions of Florida Statute Sections 617.1006 and 617.01201.


Robert L. Sanderson, Co-Chairperson


Christopher Eaton, Secretary

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

BEFORE ME the undersigned authority personally appeared Robert L. Sanderson, in his capacity as Co-Chairperson of The Center of Tampa, Inc., and Christopher Eaton, in his capacity as Secretary of The Center of Tampa, Inc., both known well to me and who, after being by me first duly sworn, acknowledged that they are the persons described in the foregoing instrument and that they executed the same freely and for the purposes therein stated.

WITNESS my hand and official seal at Tampa, Florida this 16th day of April, 2001.


NOTARY PUBLIC, State of Florida

My Commission Expires:



Jere M. Fishback
MY COMMISSION # CC886785 EXPIRES
December 3, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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