

ONE HANNETT PLAZA • 101 N. KENNEDY BOULEVARD • SUITE 520 • TAMPA, FLORIDA 33601 • (813) 274-9000 • FAX (813) 221-0811

**SALEM, SAXON & NIELSEN**  
Attorneys at Law

Professional Association

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ANDREA H. ZILMAN  
CERTIFIED STATE AND FEDERAL MEDIATOR

April 29, 1996

200001813612  
-05/08/96--01066--019  
\*\*\*122.50 \*\*\*122.50

Ms. Doris McDuffie  
State of Florida  
Corporation Division  
The Old Jail  
409 East Gaines Street  
Tallahassee, FL 32301

RE: ARTICLES OF INCORPORATION -  
TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION

Dear Ms. McDuffie:

Enclosed please find an original and one copy of the Articles of Incorporation for the corporation enclosed herewith. Please file the original in your offices and certify and return the copy to my attention. Also, enclosed you will find a check or money order payable to the Secretary of the State of Florida in the amount of \$122.50 for applicable fees for Articles of Incorporation.

If you have any questions, please contact me at the number shown above. Thank you as usual for your assistance.

Sincerely,

*Ricardo L. Gilmore/s/*  
RICARDO L. GILMORE, ESQ.  
SALEM, SAXON & NIELSEN, P.A.

enclosure

*Dmc*  
*4/30/96*

*Cingela Confirm the correct*  
*T.L. Ba 29/1965*

FILED  
96 APR 30 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE ARTICLES OF INCORPORATION  
OF  
TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION**

**FILED**  
96 APR 30 PM 1 25

TALLAHASSEE, FLORIDA

We, the undersigned, being the Incorporator(s) of *TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION*, a Florida not for profit corporation, hereby file the following Articles of Incorporation, that comply with the requirements of Florida Statutes Chapter 617 (Florida Not For Profit Corporation Act):

**ARTICLE I- NAME**

The name of the Corporation is *TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION*, a Florida not for profit corporation (hereinafter the "Corporation").

**ARTICLE II- REGISTERED OFFICE AND AGENT AND  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at One Barnett Plaza, 101 East Kennedy Blvd. Suite 3200, Tampa, Florida 33601, and the initial registered agent of the Corporation at that address shall be Ricardo L. Gilmore, Esquire.

The principal place of business and the mailing address of the Corporation shall be: *TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION*, P.O. Box 291965, Tampa, FL 33689.

**ARTICLE III - PURPOSES AND POWERS**

The general nature of the objects, purposes, powers and limitations of the Corporation shall be as follows:

(a) to provide management of and/or development of affordable housing opportunities to low and moderate income persons and/or families primarily located in, but not limited to, Tampa, Florida and the surrounding areas;

(b) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);

(c) to accept a substantial part of its support (exclusive of income received in the exercise or performance by such organization of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;

(d) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;

(e) no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. 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 candidate for public office;

(f) notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by an organization, contributions to which are deductible under Section 170(e)(2) of such Code as it now exists or as it may be amended;

(g) the Corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding section of any other federal tax code;

(h) the Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code without providing for fair, adequate, and reasonable compensation;

(i) the Corporation will not retain any excess business holdings as defined in Section 4943(e) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code;

(j) the Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code; and

(k) the Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

The Corporation shall have the power to:

(a) have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation,"

(d) elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

(e) adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(g) conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

(h) purchase, take, review, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(i) acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein;

(j) sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and

other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to persons and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;

(n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(o) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not For Profit Corporation Act) which powers are included herein by reference.

#### ARTICLE IV - MEMBERS

The Corporation shall have no members and no stockholders.

#### ARTICLE V - EXISTENCE

The existence of the Corporation shall be perpetual.

#### ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors, which initially shall consist of the following three (3) members, until the first election thereof:

<u>NAME</u>	<u>ADDRESS</u>
<i>Fred Rath</i> <i>Chairperson</i>	<i>7308 Pelican Island Drive</i> <i>Tampa, Florida 33634</i>
<i>Audley Evans</i> <i>Secretary</i>	<i>1001 North 50<sup>th</sup> Street</i> <i>Tampa, Florida 33617</i>
<i>Charlie Guy III</i> <i>Director</i>	<i>720 South Brevard Avenue</i> <i>Tampa, Florida 33606</i>

The number of Directors may be raised or lowered by amendment of the bylaws, but shall in no case be less than three (3). The manner of election shall be as provided by the bylaws.

#### ARTICLE VII- BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any regular or special meeting

called for that purpose

#### ARTICLE VII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the 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 by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located, pursuant to the procedures for judicial dissolution, Florida Statutes Section 617.1431.

#### ARTICLE IX - INCORPORATOR(S)

The name(s) and address(es) of the Incorporator(s) of these Articles of Incorporation is(are) as follows:

NAME

Fred Rath  
Chairperson

ADDRESS

7308 Pelican Island Drive  
Tampa, Florida 33634

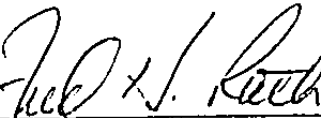
#### ARTICLE X - AMENDMENTS

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any regular or special meeting called for that purpose.

IN WITNESS OF THE FOREGOING, I (we) hereby set my (our) hand(s) and seal this 23rd  
day of APRIL, 1996.

TAMPA BAY MANAGEMENT  
DEVELOPMENT CORPORATION

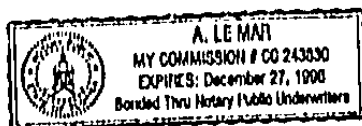
By:




Fred Rath, Chairperson

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of April, 1996, by Fred Rath, and he executed the foregoing Articles of Incorporation as Chairperson of TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Print, Type, or Stamp Name

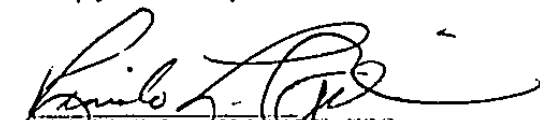
Personally Known ☒ Type of Identification Produced \_\_\_\_\_ Or Produced Identification \_\_\_\_\_

**CERTIFICATE**

That TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office at P.O. Box 291965, City of Tampa, County of Hillsborough, State of Florida 33687, has named Ricardo L. Gilmore, Esq., located at One Barnett Plaza, 101 East Kennedy Blvd. Suite 3200, City of Tampa, County of Hillsborough, State of Florida 33601, as its registered agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-named Corporation, at the place designated in this Certificate the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida law relative to keeping designated office open.

  
\_\_\_\_\_  
RICARDO L. GILMORE, ESQ.

1201 HAYS STREET  
TAMPA, FL 33602  
901 22-0171  
901 22-0191 FAX

800-342-8086

N9600002316



ACCOUNT NO. : 072100000032

REFERENCE : 976926 4728359

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : June 5, 1996

ORDER TIME : 11:49 AM

ORDER NO. : 976926

CUSTOMER NO: 4728359

CUSTOMER: Stephanie R. Conn, Legal Asst  
Bush Ross Gardner Warren &  
220 South Franklin Street

Tampa, FL 33602

Amended &  
Restated w/  
Name Change

800001852478

DOMESTIC AMENDMENT FILING

NAME:

TAMPA BAY MANAGEMENT AND  
DEVELOPMENT CORPORATION

Document  
Examiner

XX ARTICLES OF AMENDMENT  
XX RESTATED ARTICLES OF INCORPORATION

Update  
Verifier

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD-STANDING

DIVISION OF CORPORATION

96 JUN -5 PM 1:08

RECEIVED

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS: \_\_\_\_\_

\*2250, 00721, 00418, 00589, 00672



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 6, 1996

**RESUBMIT**

CSC NETWORKS  
MICHELLE BAILEY  
TALLAHASSEE, FL 32301-2607

Please give original  
submission date as file date.

SUBJECT: TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION  
Ref. Number: N96000002316

We have received your document for TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

If you have any questions concerning the filing of your document, please call (904) 487-6907.

Annette Hogan  
Corporate Specialist

Letter Number: 696A00028379

RECEIVED  
96 JUN 10 PM 12:00  
DIVISION OF CORPORATIONS



**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**OF**

**TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION**

The undersigned, as Chairman of TAMPA BAY MANAGEMENT DEVELOPMENT CORPORATION, a Florida not for profit corporation, for and on behalf of the Corporation, hereby files the following Amended and Restated Articles of Incorporation and states that (a) the Corporation has not members; and (b) the Amended and Restated Articles of Incorporation contain amendments requiring approval of the Corporation's Board of Directors and that at a meeting held on May 29, 1996, the number of Directors voting in favor of such amendments was sufficient for their respective approval by the Corporation's Board of Directors:

**ARTICLE I-NAME**

The name of the Corporation is TAMPA BAY MANAGEMENT AND DEVELOPMENT CORPORATION, a Florida not for profit corporation (hereinafter, the "Corporation").

**ARTICLE II-REGISTERED OFFICE AND AGENT AND  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The registered office of the Corporation shall be located at One Barnett Plaza, 101 East Kennedy, Suite 3200, Tampa, Florida 33601, and the registered agent of the Corporation at that address shall be Ricardo L. Gilmore.

The principal place of business and the mailing address of the Corporation shall be: Tampa Bay Management and Development Corporation, 6406 E. Fowler Avenue, Suite D, Tampa, FL 33617.

**ARTICLE III-PURPOSES AND POWERS**

The general nature of the objects, purposes, powers and limitations of the Corporation shall be as follows:

(a) to provide management of and/or development of affordable housing opportunities to low and moderate income persons and/or families and elderly persons primarily located in the state of Florida;

(b) to operate in any manner for such nonprofit, charitable and/or educational purposes as will qualify the Corporation as a charitable organization exempt from federal income tax under Internal Revenue Code Section 501(c)(3);

(c) to accept a substantial part of its support (exclusive of income received in the exercise or performance by the Corporation of its charitable, educational or other purpose or function constituting the basis for its exemption) from a governmental unit or from direct or

indirect contributions from the general public, the Corporation's organizers, corporations, foundations, and any other public or private sources;

(d) to generally perform any function necessary to engage in any lawful purpose or purposes not for pecuniary profit;

(e) no part of the earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation may be authorized and empowered to pay reasonable compensation for services rendered and products purchased and to make payments and distributions in furtherance of the purposes hereinafter set forth. 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 candidate for public office;

(f) notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by an organization, contributions to which are deductible under Section 170(c)(2) of such Code as it now exists or as it may be amended;

The Corporation shall have the power to:

(a) have succession by its corporate name for the period set forth in its Articles of Incorporation;

(b) sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(c) adopt and use a common corporate seal and alter the same provided, however, that such seal shall always contain the words "not for profit corporation";

(d) elect or appoint such officers, employees and agents as its affairs shall require and allow them reasonable compensation, if so voted by a majority of the Directors of the Corporation;

(e) adopt, change, amend and repeal bylaws, not inconsistent with law or its Articles of Incorporation, for the administration of the affairs of the Corporation and the exercise of its corporate powers;

(f) make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;

(g) conduct its affairs, carry on its operations, and have offices and exercise the powers granted herein in any state, territory, district or possession of the United States or any foreign country;

(h) purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire; own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(i) acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses and other rights or interest thereunder or therein;

(j) sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets;

(k) purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares and other interest in, or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof;

(l) lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested;

(m) make donations and work together with public or private entities to encourage and facilitate the provision of affordable housing opportunities to person and families of low and moderate income, for the public welfare, and for religious, charitable, scientific, educational or other similar purposes;

(n) have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized; and

(o) the above stated powers shall in no way be a limitation of those corporate powers set forth in Florida Statutes §617.0302 (Florida Not For Profit Corporation Act) which powers are included herein by reference.

#### **ARTICLE IV-MEMBERS**

The Corporation shall have no members or stockholders.

#### **ARTICLE V-EXISTENCE**

The existence of the Corporation shall be perpetual.

#### **ARTICLE VI-DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors, which shall consist of five (5) members until changed in the manner provided below. Except as provided below, the Directors will serve a term of four (4) years. The Directors and their respective initial terms are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM COMMENCING</u> <u>MAY 22, 1996</u>
Fred Rath Chairman	5405 Cypress Center Drive Suite 280 Tampa, FL 33609	Four years
Dr. Patrick Watson Vice-Chairman	6538 Stonington Dr. Tampa, FL 33647	Four years
Pablo Porter Director	15903 Baden Place Tampa, FL 33647	Four years
Israel Tribble, Phd. Director	7135 Pelican Island Dr. Temple Terrace, FL 33617	Two years
Charles H. Guy, III Director	5405 Cypress Center Dr. Suite 295 Tampa, FL 33609	Two years

The number of Directors may be raised or lowered by amendment of the Corporation's bylaws, but in no event shall be less than three (3). The manner of election shall be as provided by the bylaws.

#### ARTICLE VII-BYLAWS

The bylaws of the Corporation shall be made and adopted by the Board of Directors and may be amended, altered or rescinded by a majority of the entire Board of Directors present at any meeting called for that purpose.

#### ARTICLE VIII-DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the 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 by transferring such assets to any charitable, scientific, religious or educational organization as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States revenue law), or to any governmental or other entities with purposes similar to the Corporation's, such disposition to be as the Board of Directors shall determine. Any assets remaining after such disposition by the Board of Directors shall be disposed of by the Circuit Court of the county in which the Corporation's principal offices are located, pursuant to the procedures for judicial dissolution, Florida Statutes Section 617.1431.

**ARTICLE X-AMENDMENTS**

Amendments to the Articles of Incorporation shall be adopted by a majority of the entire Board of Directors at any meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 3rd day of June, 1996.

**TAMPA BAY MANAGEMENT  
AND DEVELOPMENT CORPORATION**

By: Fred N. Rath  
Fred Rath, Chairman

N96000002316

TAMPA HOUSING DEVELOPMENT CORP., INC.  
P.O. BOX 291965  
TAMPA, FL 33687-1965

200001875232  
-06/25/96--01114--010  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRET  
TALLAHASSEE, FLORIDA

95 JUN 24 2 17 45

APPROVED  
AND  
FILED

all  
N96000002316  
RACH 96  
6 24-96

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporation is: Tampa Bay Management and Development Corporation

1b. Date of incorporation April 30, 1996 Document number N96000002316

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

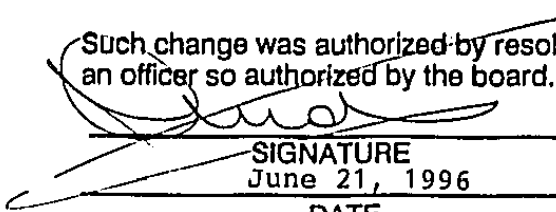
Ricardo L. Gilmore, Esquire, One Barnett Plaza, 101 East Kennedy Boulevard,  
Suite 3200, Tampa, Florida 33601

3. The name and address of the new registered agent and office:  
(P.O. Box Not Acceptable)

David M. Jeffries, Esquire, Bush Ross Gardner Warren & Rudy, P.A.,  
220 South Franklin Street, Tampa, Florida 33602

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

  
SIGNATURE

June 21, 1996

DATE

Audley Evans

Typed or printed name and title

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

(Registered Agent)

DAVID M. Jeffries

DATE June 18, 1996

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