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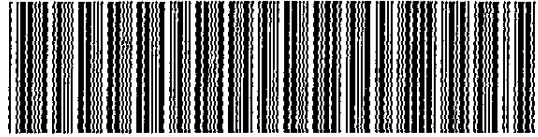
(Business Entity Name)

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TALLAHASSEE, FLORIDA
03 JUN 18 AM 9:59

LAW OFFICES OF
MARSHALL G. REISSMAN

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St. Petersburg, FL 33707

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June 17, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: The Humanities Center, Inc.

Dear Sir or Madam:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation of The Humanities Center, Inc., hereby submitted for filing. Also enclosed is our check in the amount of \$78.75 for the following fees:

Filing Fee:	\$35.00
Registered Agent Designation and Acceptance	\$35.00
Certified Copy	\$ 8.75

Total: \$78.75

Please return a certified copy of these Articles of Incorporation to the above referenced address. Enclosed is an addressed, stamped envelope for forwarding.

Thank you for your courtesy in this matter.

Sincerely,



Marshall G. Reissman

MGR/kr
Enclosure(s)

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**ARTICLES OF INCORPORATION
OF
THE HUMANITIES CENTER, INC.**

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

THE HUMANITIES CENTER, INC.

The address of the principal office of this corporation shall be 4045 Park Boulevard, Pinellas Park, Florida, 33781, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 4045 Park Boulevard, Pinellas Park, Florida 33781, and the name of the initial registered agent of the corporation at that address is Greg D. Fears.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

This corporation elects to have preemptive rights. Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the fair market value thereof, a prorated portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of the stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor performed, personal property, or real property or leases thereof;

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation or any class or classes, or to which is attached or appurtenant any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock on any class or classes.

ARTICLE VII. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign or pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of then (10) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth

above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such articles is on file at the principal office of the Corporation".

ARTICLE VIII. BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors initially. The names and street addresses of the initial members of the Board of Directors is:

Greg D. Fears

4045 Park Boulevard
Pinellas Park, Florida 33781

Sherry L. Fears

4045 Park Boulevard
Pinellas Park, Florida 33781

ARTICLE IX. INDEMNIFICATION

Each director and officer of the corporation now or hereafter serving as such, shall be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject to by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him or her as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against or be reimbursed for any expense incurred in connection with any claim or liability arising out of his or her own willful misconduct or gross negligence. The right of indemnification herein above provided for shall not be

exclusive of any rights to which any director or officer of the corporation may otherwise be entitled by law.

ARTICLE X. INCORPORATOR


The name and street address of the incorporator of the Articles of Incorporation is:

Greg D. Fears
4045 Park Boulevard
Pinellas Park, Florida 33781

ARTICLE XI. SHAREHOLDERS' RIGHTS

The affirmative vote of a majority of the shares of the corporation is required to merge with or into another corporation, or to voluntarily dissolve, liquidate, or wind up its affairs. The presence, at any stockholders meeting, in person or by proxy, of the persons entitled to vote a majority of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

IN WITNESS WHEREOF, the undersigned Greg D. Fears, has hereunto set his hand and seal, on this 8 day of May, 2003



GREG D. FEARS
4045 Park Boulevard
Pinellas Park, Florida 33781

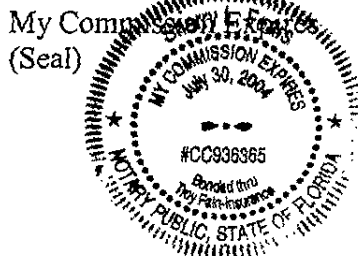
STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgements, personally appeared Greg D. Fears, known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

Witness my hand and official seal in the above-mentioned county and state the 9 day of May, 2003.



NOTARY PUBLIC



ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Greg D. Fears, having a business office identical with the registered office of the corporation named above is familiar with and accepts the duties and responsibilities of the position of the Registered Agent under Section 607.0505., Florida Statutes.



GREG D. FEARS

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