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FLORIDA PROFIT/NON PROFIT CORPORATION**University Park Capital Advisors, Inc.**

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**ARTICLES OF INCORPORATION
OF UNIVERSITY PARK CAPITAL ADVISORS, INC.**

The undersigned Incorporator subscribing to these Articles of Incorporation, being competent to contract, hereby forms a Corporation under the Laws of the State of Florida.

ARTICLE I

The name of this Corporation shall be: UNIVERSITY PARK CAPITAL ADVISORS, INC., and its initial mailing address shall be: 7706 Sloane Gardens Court, University Park, FL 34201. The initial street address of the Corporation's principal office shall be: 7706 Sloane Gardens Court, University Park, FL 34201.

ARTICLE II

The purpose of this Corporation is to engage in any and all business not prohibited by the Laws of the State of Florida.

This Corporation shall have all powers given corporations under the Laws of the State of Florida. The period of duration of this Corporation is perpetual.

ARTICLE III

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time shall be One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00).

ARTICLE IV

This Corporation is to exist perpetually.

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ARTICLE V

A. The initial directors of the Corporation and their addresses are:

David J. Yvars
7706 Sloane Gardens Court
University Park, FL 34201

David J. Yvars, Jr.
40 Horseshoe Hill Road
Pound Ridge, NY 10576

B. The initial officers of the Corporation and their addresses are:

President/Chief Executive Officer:

Vice President:

David J. Yvars
7706 Sloane Gardens Court
University Park, FL 34201

David J. Yvars, Jr.
40 Horseshoe Hill Road
Pound Ridge, NY 10576

Secretary:

Treasurer/Chief Financial Officer:

David J. Yvars, Jr.
40 Horseshoe Hill Road
Pound Ridge, NY 10576

David J. Yvars
7706 Sloane Gardens Court
University Park, FL 34201

ARTICLE VI

The name of the initial Registered Agent is Sarah Escobar, Esq., Barnes Walker, Goethe, Perron, Shea, & Robinson, PLLC, and the street address of the initial registered office of this Corporation is 3119 Manatee Avenue West, Bradenton, FL 34205. The Board of Directors may from time to time move the registered office to any other address in Florida.

ARTICLE VII

The name and address of each Incorporator of this Corporation is:

David J. Yvars

7706 Sloane Gardens Court, University Park, FL 34201

ARTICLE VIII

These Articles of Incorporation may be amended in the manner provided by law.

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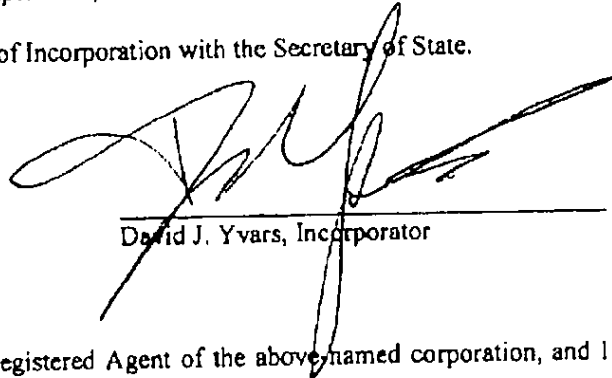
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ARTICLE IX

Pursuant to the provisions of Chapter 607, Florida Statutes, this Corporation shall begin in existence upon filing of these Articles of Incorporation with the Secretary of State.



David J. Yvars, Incorporator

I hereby accept designation as Registered Agent of the above-named corporation, and I am familiar with and accept the obligations of the position.



Sarah Escobar, Esq., Registered Agent

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