

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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University Park
Enterprises, Inc.

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DIVISION OF CORPORATIONS

Signature _____

Requested by: AS

Name

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Foreign Corp. File EFFECTIVE DATE
L.C. File 01-22-98
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
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Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
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UCC 11 Retrieval _____
Courier _____

RP
01-23-98

ARTICLES OF INCORPORATION

OF

UNIVERSITY PARK ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

1. NAME

The name of this corporation is:

UNIVERSITY PARK ENTERPRISES, INC.

2. TERMS OF EXISTENCE

EFFECTIVE DATE

01-22-98

The date when the corporate existence shall commence shall be the date of the execution of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

3. PURPOSE

The purpose for which this corporation is organized is to transact any and all business for which a corporation may be incorporated under Florida laws, including the ownership and operation of real property.

4. CAPITAL STOCK

The corporation shall have the authority to issue 1,000 shares of common stock, in one class only, each with a par value of \$1.00.

5. REGISTERED AGENT AND OFFICE
PRINCIPAL OFFICE AND ADDRESS

The registered agent shall be John G. Bianco, III, Esquire, and the initial registered office shall be at 705 West Azeele Street, Tampa, Florida 33606. The principal office and mailing address of the Corporation is 3000 E. Fletcher Ave, Suite #230, Tampa, Florida 33613.

6. BOARD OF DIRECTORS

The initial Board of Directors shall have two members whose names and addresses are as follows:

| | |
|-----------------|--|
| Tyler D. Reiber | 3000 E. Fletcher Ave., Suite #230, Tampa, Florida 33613. |
| Greg Van Bebber | 16204 N. Nebraska Ave., Suite B, Lutz, Florida 33549. |
| Robert Schmid | P.O. Box 1969, Tampa, Florida 33601. |

The number of directors may be raised or lowered by amendment of the bylaws of the Corporation, but shall in no case be less than one.

7. INCORPORATOR

The incorporator of this Corporation is John G. Bianco, III, Esquire, whose address is 705 West Azeele Street, Tampa, Florida 33606.

8. SHAREHOLDERS' PREEMPTIVE RIGHTS

Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this Corporation, in the ratio of the shares he holds at the time of issue bears to the total of numbers of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pays for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within (30) days of receipt of notice from such Corporation.

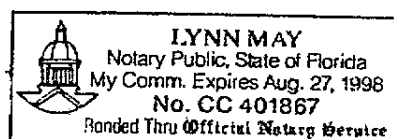
In witness thereof, the undersigned incorporator has executed these Article of Incorporation this January 22, 1998.


John G. Bianco, III

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

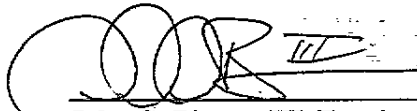
The foregoing Articles of Incorporation were acknowledged before me this January 22, 1998, by John G. Bianco, III, who is personally known to me OR has produced a Florida driver's license as identification.


Notary Public - State of Florida at Large
My commission Expires:



ACCEPTANCE BY REGISTERED AGENT AND REGISTERED OFFICE

Having been named Registered Agent and designated to accept service of process for University Park Enterprises, Inc., at 705 West Azeele Street, Tampa, Florida 33606, I hereby agree to act in this capacity. I further agree to comply with all the provisions of all the statutes relative to the proper and complete performance of my duties. I am familiar with and accept the obligations provided for in Section 607.325, Florida Statutes.



John G. Bianco, III, Esquire
Registered Agent

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