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June 16, 1999

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

000002908530--5
-06/18/99-01029-008
*****70.00 *****70.00

Re: Hyde Park Financial Group Inc.

Dear Sir or Madam:

Enclosed herewith for filing please find Articles of Incorporation in connection with the above-referenced corporation. Also enclosed is our check, in the amount of \$70.00, to cover the filing fees.

Should you need anything further, please do not hesitate to contact me.

Very truly yours,

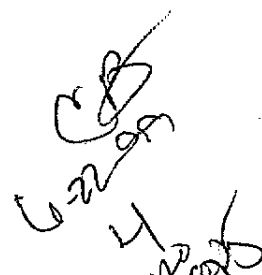
LANGFORD & HILL, P.A.


Muriel Desloovere

MD/
Enclosures (2)

cc: Mr. Paul Medrano (with copies of enclosures)

FILED
99 JUN 18 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



ARTICLES OF INCORPORATION
OF
HYDE PARK FINANCIAL GROUP INC.

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99 JUN 18 AM 7:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article I - Name

The name of this Corporation is HYDE PARK FINANCIAL GROUP INC. The mailing address of this Corporation shall be Post Office Box 3277, Tampa, Florida 33601-3277, or such other address as may be designated by the Board of Directors.

Article II - Capital Stock

The Corporation shall have the authority to issue 10,000 shares of common stock, par value \$0.01 per share.

Article III - Preemptive Rights

The Stockholders of the Corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the Corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this Corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 1715 West Cleveland Street, Tampa, Florida 33606. The initial registered agent of this Corporation is Muriel Desloovere.

Article V - Incorporator

The name and address of the person signing these Articles as the incorporator is:

Muriel Desloovere
Langford & Hill, P.A.
1715 West Cleveland Street
Post Office Box 3277
Tampa, Florida 33601-3277

Article VI - Initial Board of Directors

This Corporation shall have three (3) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

Paul D. Medrano
1715 W. Cleveland Street
Tampa, Florida 33606

Matthew Ernst
1715 W. Cleveland Street
Tampa, Florida 33606

David Soiferman
1715 W. Cleveland Street
Tampa, Florida 33606

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 16th day of June, 1999.


MURIEL DESLOOVERE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.



MURNEL DESLOOVERE,

Registered Agent

Date: June 16, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA