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CAPITAL CONNECTION, INC.

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Utopia Performing Arts
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

February 11, 2005

CAPITAL CONNECTION

SUBJECT: UTOPIA PERFORMING ARTS ACADEMY, INC.
Ref. Number: W05000007455

We have received your document for UTOPIA PERFORMING ARTS ACADEMY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan
Document Specialist
New Filings Section

Letter Number: 705A00009892

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ARTICLES OF INCORPORATION

OF

UTOPIA PERFORMING ARTS ACADEMY, INC.

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I

Name and Principal Office of Corporation

The name of this Corporation shall be UTOPIA PERFORMING ARTS ACADEMY, INC. The initial mailing address of the Corporation shall be: 13911 S.W. 42nd Street, Suite 210, Miami, Florida 33175.

ARTICLE II

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation is to transact all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, as hereafter amended and supplemented, and any successor statute thereto, as thereafter amended and supplemented.

The general purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provisions in this or any other Article of these Articles of Incorporation, shall be regarded as independent purposes and shall be construed as powers as well as purposes.

ARTICLE III

Stock

The total authorized capital stock of the Corporation shall be 100 shares of Common Stock, par value \$0.10 per share.

ARTICLE IV
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Name: John E. Phelan, P.A.
Address: 1111 Brickell Avenue
Suite 2050
Miami, FL 33131

ARTICLE V
Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI
Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be, 1111 Brickell Avenue, Suite 2050, Miami, Florida 33131. The name of the initial Registered Agent of this Corporation at the above address shall be John E. Phelan, P.A.

ARTICLE VII
Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) but not more than seven (7) persons, the exact number to be determined from time to time in accordance with the By-Laws, and until such time as the By-Laws have been adopted, the Board of Directors shall consist of one (1) person.

ARTICLE VIII
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE IX
Financial Information

The Corporation shall not be required to file a balance sheet and a profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each fiscal year hereafter unless a resolution to the contrary has been adopted by the shareholders not later than four (4) months after the close of such year.

ARTICLE X
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.


IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 9th day of February, 2005.

By Paola Rómee
John E. Phelan, P.A., Incorporator

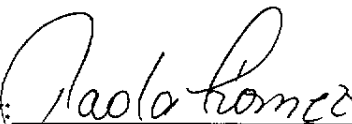
CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

In compliance with Florida Statutes Sections 48.091 and 607.0501 the following is submitted:

UTOPIA PERFORMING ARTS ACADEMY, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated, 1111 Brickell Avenue, Suite 2050, Miami, Florida 33131, as its initial Registered Office and has named John E. Phelan, P.A., located at said address as its initial Registered Agent.

By: 
John E. Phelan, P.A., Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

By: 
John E. Phelan, P.A., Registered Agent

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