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**FLORIDA PROFIT/NON PROFIT CORPORATION
UTOPIA OPPORTUNITY FUND, INC.**

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ARTICLES OF INCORPORATION
OF
UTOPIA OPPORTUNITY FUND, INC.
(a Florida Corporation)

The undersigned, acting as Incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is UTOPIA OPPORTUNITY FUND, INC. (hereinafter, the "Corporation").

ARTICLE II - MAILING AND PRINCIPAL ADDRESS

The mailing address and street address of the principal office of the Corporation is 200 East Palmetto Park Road, Suite 103, Boca Raton, FL 33432.

ARTICLE III - AUTHORIZED SHARES

The Corporation's share capital shall consist of a single class of voting common stock. The Corporation is authorized to issue 10,000,000.000 shares of its voting common stock, and each share shall have no par value.

ARTICLE IV - PURPOSE

The purpose of the Corporation is and shall be to qualify as a "qualified opportunity fund" under the Tax Cut and Jobs Act (2017) (the "TCJA") and to, directly and indirectly through it and its subsidiaries, acquire, own, manage, finance, refinance, sell, and otherwise deal in qualified opportunity zone businesses, qualified opportunity zone assets and qualified opportunity zone stock located in "qualified opportunity zones" as designated by the TCJA, including any asset that is deemed to be "qualified opportunity zone property" and conduct any and all activities related or incidental to the foregoing.

The Corporation may acquire, receive, own, lease, and otherwise deal in any real property and personal property necessary or convenient to achieve its business purpose, and to perform all such other related activities necessary to or supportive to said purpose as may be permitted for a corporation under the laws of the United States and the State of Florida.

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ARTICLE V - OFFICERS AND DIRECTORS

The name and address of the initial officers and directors of the Corporation is:

Malcolm Bricklin, President and Director
3196 Merrick Terrace
Margate, FL 33063

William Prior, Secretary, Treasurer and Director
P.O. Box 629
Putnam Valley, NY 10579

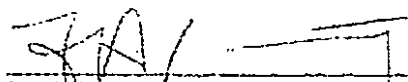
ARTICLE VI - REGISTERED AGENT AND REGISTERED OFFICE

The name and street address of the Corporation's registered agent are SG Registered Agent LLC, 200 East Palmetto Park Road, Suite 103, Boca Raton, FL 33432.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Fred Schwartz, 200 East Palmetto Park Road, Suite 103, Boca Raton, FL 33432.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the 18th day of March, 2019.


Fred Schwartz
Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for UTOPIA OPPORTUNITY FUND, INC. at the place designated in Article VI of the Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity.

The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of the position as registered agent as provided for in Chapter 608, F.S.

SG REGISTERED AGENT LLC

By: 

Steven Garellek, Manager

Dated: 3/18/19

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