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DIVISION OF CORPORATION

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PRESTIGE RAIL
LEGAL & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 066834 4320520

AUTHORIZATION :

Patricia Pizante

COST LIMIT : \$ 70.00

ORDER DATE : August 27, 1996

ORDER TIME : 11:24 AM

ORDER NO. : 066834

CUSTOMER NO: 4320520

CUSTOMER: David R. Ellis, Esq
DAVID R. ELLIS, ESQ

100001933691

Bay Professional Center
3233 E. Bay Drive
Largo, FL 34641

DOMESTIC FILING

NAME: UTEK CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

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OFFICE OF STATE
CORPORATIONS

VP 8/27/96

ARTICLES OF INCORPORATION
OF
UTEK CORPORATION

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The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:

UTEK CORPORATION

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000,000 shares of common stock with a par value of \$0.10 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

3214 Polo Place
Hillsborough County
Plant City, Florida 33567

and the name of the initial registered and resident agent of this Corporation at that address is Clifford M. Gross.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

3214 Polo Place
Hillsborough County
Plant City, Florida 33567

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTORS

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Clifford M. Gross
3214 Polo Place
Plant City, Florida 33567

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporators of these Articles is as follows:

Clifford M. Gross
3214 Polo Place
Plant City, Florida 33567

ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on August 23, 1996.



Clifford M. Gross, President

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: August 23, 1996



Clifford M. Gross, President

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