

P97000039880

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

RE: Utopia Distributors,
Inc.

NAME _____

FIRM _____

ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RECEIVED
97 MAY -5 PM 2:12
DIVISION OF CORPORATION

C.C. FEE.

DISBURSED

☒ Capital Express™
☐ Art. of Inc. File
☐ Corp. Record Search
☐ Ltd. Partnership File
☐ Foreign Corp. File
☒ () Cert. Copy(s)

☐ Art. of Amend. File
☐ Dissolution/Withdrawal
☐ C U S-
☐ Fictitious Name File

☐ Name Reservation
☐ Annual Report/Reinstatement
☐ Reg. Agent Service
☐ Document Filing

3000002165783--5

☐ Corporate Kit
☐ Vehicle Search
☐ Driving Record
☐ Document Retrieval

☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ File No.'s, _____ Copies
☐ Courier Service
☐ Shipping/Handling
☐ Phone ()
☐ Top Priority
☐ Express Mail Prep.
☐ FAX () pgs.

05/05/97--01043--013
****122.50 ****122.50

FILED
97 MAY -5 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBTOTALS

REQUEST TAKEN CONFIRMED APPROVED
DATE 5-5-97
TIME 11:13
BY DR CK No. _____

WALK-IN
Will Pick Up _____

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit Invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

**ARTICLES OF INCORPORATION
OF
UTOPIA DISTRIBUTORS, INC.**

FILED
97 MAY -5 PM 3:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is Utopia Distributors, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 4600 N. Ocean Blvd., Suite 201, Boynton Beach, Florida 33435, C/O Michael J. Lavery, P.A.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Michael J. Lavery, Esquire, 4600 North Ocean Blvd., Suite 201, Boynton Beach, Florida 33435.

ARTICLE V: INCORPORATOR

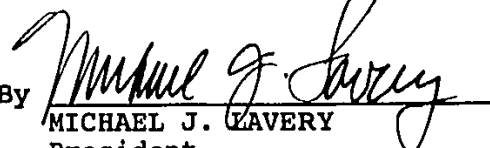
The name and address of the incorporator of these Articles of Incorporation is Michael J. Lavery, P.A., 4600 North Ocean Blvd., Suite 201, Boynton Beach, Florida 33435.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the corporation is President/Secretary, Steven Meltzer, 1638 S.W. 20th Avenue, Boca Raton, Florida 33486.

The undersigned has executed these Articles of Incorporation this 30th day of April 1997.

MICHAEL J. LAVERY, P.A.

By 
MICHAEL J. LAVERY
President

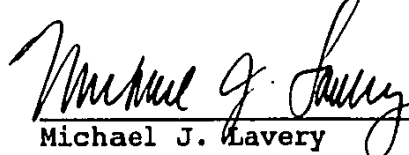
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provision of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: Utopia Distributors, Inc.

2. The name and street address of the registered agent and office is: Michael J. Lavery, Esquire, 4600 North Ocean Blvd., Suite 201, Boynton Beach, Florida 33435.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Michael J. Lavery

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA