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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 AUG 22 PM 2:42

Corporate Records Bureau
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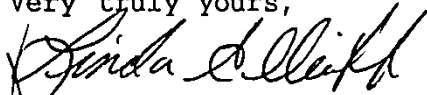
RE: Cafe' Utopia, Inc.

Gentlemen:

Enclosed is an original and a copy of the Articles of Incorporation for the above referenced company and a copy of the Certificate of Domicile.

Also enclosed is our check in the amount of \$70.00 to cover the various fees. Please send an acknowledgment of receipt of these monies.

Very truly yours,



Linda Elliot

RP
8-25-97

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ARTICLES OF INCORPORATION

OF

Cafe' Utopia, Inc.

1. NAME: The name of this corporation is: Cafe' Utopia, Inc.
2. DURATION: The period of its duration is perpetual.
3. PURPOSE: The purpose is to engage in any activities or business permitted under the laws of the United States and of Florida.
4. CAPITAL STOCK: The corporation is authorized to issue 7500 shares of \$1.00 par value common stock.
5. INITIAL REGISTERED AGENT AND OFFICE: The street address of its initial registered agent is: 9209 Seminole Blvd., Suite 62, Seminole, FL 33772 and the name of its initial registered agent at said address is: Linda Elliot.
6. MAILING ADDRESS OF CORPORATION: The complete mailing address of the Corporation is: Cafe' Utopia, Inc.
9209 Seminole Blvd. # 62
Seminole, FL 33772
7. INITIAL BOARD OF DIRECTORS: This corporation shall have one director, initially, and the name and address of the initial director is: Linda Elliot at 9209 Seminole Blvd., #62, Seminole, FL 33772.
8. INCORPORATOR: The name and address of the person signing these Articles of Incorporation is: Linda Elliot at 9209 Seminole Blvd. Suite 62, Seminole, FL 33772.
9. EFFECTIVE DATE: These Articles are to be effective upon receipt.

DATED: X 8/19/97

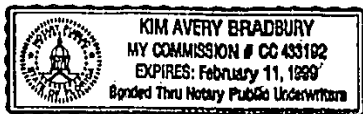
X *Linda Elliot*
Linda Elliot

STATE OF FLORIDA
COUNTY OF PINELLAS

I hereby certify, that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Linda Elliot, to me personally known to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last
aforesaid this 19th day of August, 1997.

Kim Avery Bradbury
NOTARY PUBLIC
My Commission Expires: 2/11/99



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That Cafe' Utopia, Inc., desiring to organize under the laws of the State of Florida with its principle offices located, as indicated in the Articles of Incorporation in the City of Seminole, County of Pinellas, State of Florida, has named Linda Elliot located at 9209 Seminole Blvd., Suite 62, in the City of Seminole, County of Pinellas, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Linda Elliot
(Resident Agent)