

LAW OFFICE OF
SEELEY & KARATINOS, P.A.

562 First Avenue North
St. Petersburg, Florida 33701
Facsimile (813) 898-5511

Gregory B. Seeley (813) 822-1500
Ted E. Karatinos (813) 823-1500

Of Counsel:
Nicholas E. Karatinos (813) 823-1550

78000153633

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 10:14

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

300002493903--2
-04/20/98--01082--012
****122.50-****122.50

RE: UTOPIAN GARDENS, INC.

To whom it may concern:

Enclosed please find two (3) Articles of Incorporation for the above-referenced corporations, and an Acceptance by Registered Agent, along with three (3) checks made out in the amount of \$122.50 each.

Please file the articles and return the Certificates to me at the address on the letterhead of this letter. Should you have any questions, please contact me at that same address or the above telephone number.

Sincerely Yours,

Gregory B. Seeley
Gregory B. Seeley
Attorney for Incorporator

GBS/gh
Enclosures
cc: File, Client

789,2544, 823-1550
W/98-9109



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 23, 1998

GREGORY B. SEELEY, ESQ.
562 FIRST AVENUE, NORTH
ST. PETERSBURG, FL 33701

SUBJECT: HEARTWOOD CREATIONS, INC.
Ref. Number: W98000009109

We have received your document for HEARTWOOD CREATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown
Document Specialist

Letter Number: 798A00022033

ARTICLES OF INCORPORATION
OF

Utopian Gardens, Inc.

The undersigned incorporator, who is a Florida resident who is able to contract and desiring to form a corporation under Chapters 607 of Florida statutes, adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the Corporation shall be Utopian Gardens, Inc.

ARTICLE II: PURPOSE

The purpose for which this corporation is organized is to conduct any legal business.

ARTICLE III: DURATION

This corporation shall have perpetual existence.

ARTICLE IV: CAPITAL STOCKS

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000,000 shares with no par value. 1,000,000 shares of the above stock shall be preferred. The preferred stock will have the same rights as all other stock except that it will also be entitled to voting rights and shall control the management of the corporation. All non-preferred stock will be entitled solely to a share of the dividends in the same amount as a share of preferred stock.

ARTICLE V: REGISTERED OFFICE

The initial Registered Office of the corporation is 4315 10th Street North, St. Petersburg, FL 33703.

ARTICLE VI: REGISTERED AGENT

The initial Registered Agent of the corporation is Ken Benway.

ARTICLE VII: INCORPORATORS

The name and address of the Incorporator is: Ken Benway whose address is 4315 10th Street North, St. Petersburg, FL 33703.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 10:44

ARTICLE VIII: DIRECTORS

Corporate business shall be managed by the shareholders of the corporation, rather than by a board of directors.

ARTICLE IX: PRINCIPAL OFFICE

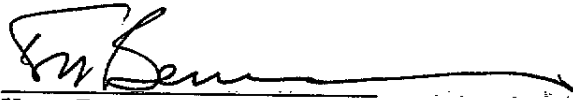
The Corporations Principal office shall be 4315 10th Street North St. Petersburg FL 33703.

ARTICLE X: PRINCIPAL PLACE OF BUSINESS

The Principal place of business shall be 4315 10th Street North St. Petersburg FL 33703.

IN WITNESS WHEREOF the Incorporator has hereunto set his hand on this 12th day of ~~May~~, 1998.

June



Ken Benway
Incorporator

Ken Benway, who has produced a driver's license as identification, appeared and signed these Articles of Incorporation on this 12th day of ~~May~~, 1998.

June

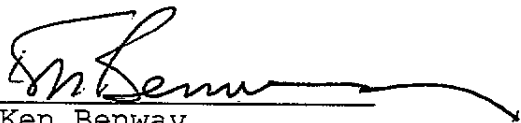

Notary Public



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 16 AM 10:45

ACCEPTANCE BY REGISTERED AGENT

Ken Benway, hereby accepts the position of Registered Agent, satisfying Florida Statute Section 607.0501. Further, Ken Benway. understands and accepts the duties of a Registered Agent as provided in Florida Statute Section 607.0505.



Ken Benway
Registered Agent

Ken Benway, has produced a driver's license as identification, appeared and signed this Acceptance on this 12th day of June, 1998.


Notary Public

