

P98000053858



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 913316 4144A

AUTHORIZATION :

COST LIMIT : \$ 131.25

FILED  
98 AUG -3 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : August 3, 1998

ORDER TIME : 10:33 AM

ORDER NO. : 913316-005

CUSTOMER NO: 4144A

100002605361--0

CUSTOMER: Rosa Maria Ancheta, Legal Asst  
Holland & Knight  
Suite 3000  
701 Brickell Avenue  
Miami, FL 33131

*merger*

ARTICLES OF MERGER.

UTOPIA MARKETING, INC.

INTO

UTOPIA MARKETING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY & GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

*DDW*  
8/3/98

RECEIVED  
98 AUG -3 AM 11:30  
DIVISION OF CORPORATION

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

UTOPIA MARKETING, INC., a California corporation not authorized to transact  
business in Florida

INTO

**UTOPIA MARKETING, INC.**, a Florida corporation, P98000053858

File date: August 3, 1998

Corporate Specialist: Annette Hogan

Account number: 072100000032

Account charged: 131.25

**ARTICLES OF MERGER**  
**OF**  
**UTOPIA MARKETING, INC.**  
**(a California corporation)**  
**AND**  
**UTOPIA MARKETING, INC.**  
**(a Florida corporation)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned hereby certify that:

1. The names of the corporations which are parties to the merger (the "Merger") are Utopia Marketing, Inc., a California corporation ("Parent Corporation"), and Utopia Marketing, Inc., a Florida corporation and wholly owned subsidiary of Parent Corporation ("Surviving Corporation").
2. The name of the Surviving Corporation shall be "Utopia Marketing, Inc.".
3. The Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State (the "Effective Date").
4. The articles of incorporation of the Surviving Corporation do not differ from the articles of incorporation of the Parent Corporation with the exception of amendments made to the articles of incorporation of the Surviving Corporation pursuant to Section 607.1002, Florida Statutes solely for the purpose of such articles being in a form acceptable for filing with the Florida Department of State. Such articles of incorporation of the Surviving Corporation are attached hereto and labeled as Exhibit "A".
5. The Agreement and Plan of Merger, dated as of July 30, 1998 pursuant to which Parent Corporation shall be merged with and into Surviving Corporation, was adopted the Board of Directors of Parent Corporation by written action without a meeting on July 30, 1998 and shareholder approval of the Parent Corporation is not required pursuant to Section 607.1104, Florida Statutes.
6. At the Effective Date, each of the following transactions shall be deemed to occur simultaneously:
  - (a) Each single share of the common capital stock of Parent Corporation, par value \$0.001, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof,

automatically become and be converted into a single share of common capital stock, par value \$0.001, of the Surviving Corporation.

(b) Each share of the preferred capital stock of the Parent Corporation, par value \$0.001, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically become and be converted into a single share of the preferred capital stock, par value \$0.001, of the Surviving Corporation.

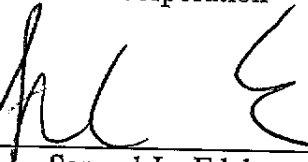
(c) Each share of capital stock of the Surviving Corporation held by the Parent Corporation on the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, automatically be cancelled.

7. The Articles of Incorporation and the Bylaws of the Surviving Corporation following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Incorporation shall constitute the Articles of Incorporation of the surviving Corporation separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Incorporation of the Surviving Corporation.


(The remainder of this page is intentionally left blank.)

NOW THEREFORE, each of Utopia Marketing, Inc., a California corporation and Utopia Marketing, Inc., a Florida corporation have caused these Articles of Merger to be executed by its President and Secretary effective this 30 day of July, 1998.

UTOPIA MARKETING, INC.,  
a California corporation

By:   
Samuel L. Edelman  
President

UTOPIA MARKETING, INC.,  
a Florida corporation

By:   
Samuel L. Edelman  
President

By: *Louise Edelman*  
Louise B. Edelman  
Secretary

By: *Louise Edelman*  
Louise B. Edelman  
Secretary

**Exhibit A**  
**(Articles of Incorporation of Surviving Corporation)**

# State of Florida



## Department of State

I certify from the records of this office that UTOPIA MARKETING, INC., is a corporation organized under the laws of the State of Florida, filed on June 16, 1998.

The document number of this corporation is P98000053858.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1998, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Nineteenth day of June, 1998



CR2EO22 (2-95)

*Sandra B. Northam*

Sandra B. Northam  
Secretary of State

# State of Florida



## Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of UTOPIA MARKETING, INC., a Florida corporation, filed on June 16, 1998, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H98000011188. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P98000053858.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Sixteenth day of June, 1998

Authentication Code: 898A00033478-061698-P98000053858-1/1



*Sandra B. Northam*

Sandra B. Northam



**ARTICLES OF INCORPORATION**

**OF**

**UTOPIA MARKETING, INC.**

The undersigned, acting as incorporator of UTOPIA MARKETING, INC. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I.**

The name and street address of this corporation are UTOPIA MARKETING, INC., 301 Climatis, Suite 205, West Palm Beach, Florida 33401.

**ARTICLE II.**

The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of the United States and Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the State of Florida.

**ARTICLE III.**

This corporation is authorized to issue two classes of shares to be designated respectively common Stock, par value \$0.001 per share, and Preferred Stock, par value \$0.001 per share. The total number of shares of Common Stock which this corporation shall have authority to issue shall be 45,000,000 and the total number of shares of Preferred Stock which this corporation shall have the authority to issue shall be 5,000,000.

The Preferred Stock may be issued from time to time in one or more series pursuant to a resolution or resolutions providing for such issue duly adopted by the Board of Directors (authority to do so being hereby expressly vested in the Board). The Board of Directors is further authorized to determine or alter the rights, preferences, privileges and restrictions granted to or imposed upon any wholly unissued series of Preferred Stock and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. The Board of Directors, within the limits and restrictions stated in any resolution or resolutions of the Board of Directors originally fixing the number of shares constituting any series, may increase or decrease (but not below the number of shares in any such series then outstanding) the number of shares of any series subsequent to the issue of shares of that series.

THIS INSTRUMENT WAS PREPARED BY:

Rodney H. Bell, Esq.  
Holland & Knight LLP  
701 Brickell Ave., Suite 3000  
Miami, Florida 33131  
(305) 374-8500 - Telephone  
Florida Bar No.: 045985

**ARTICLE IV.**

1. Limitation of Directors' Liability. The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.
2. Indemnification of Corporate Agents. The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under Florida law.
3. Repeal or Modification. Any repeal or modification of the foregoing provisions of this Article IV by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE V.**

The name and street address of the incorporator are Samuel L. Edelman, 301 Climatis, Suite 205, West Palm Beach, Florida 33401.

The undersigned incorporator for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 15th day of June, 1998.

  
\_\_\_\_\_  
Samuel L. Edelman, Sole Incorporator

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That UTOPIA MARKETING, INC. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Ave., Suite 3000, Miami, Florida 33131 has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 15th day of June, 1998.

**INTRASTATE REGISTERED AGENT  
CORPORATION**

By: \_\_\_\_\_

Steven H. Hagen, Vice President

MIA4-628307.2