

COBLE & SIMPSON

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COBLE BUILDING

1020 WEST INT'L. SPEEDWAY BLVD.
DAYTONA BEACH, FLORIDA 32114

J. KERMIT COBLE, P.A.
SCOTT E. SIMPSON, P.A.
NOAH C. MCKINNON, JR., P.A. OF COUNSEL

PLEASE REPLY TO:

POST OFFICE DRAWER 9670
DAYTONA BEACH, FLORIDA 32120

DAYTONA (904) 253-0661
DAYTONA FAX (904) 253-9737

April 14, 1999

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-04/19/99-01138-004
****122.50 ****78.75

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: **THE UTOPIA GROUP, INC.**

Dear Sir or Madam:

Enclosed for filing, please find the original and one copy of the Articles of Incorporation for **THE UTOPIA GROUP, INC.**, along with the original Certificate Designating Place Of Business Or Domicile For The Service Of Process Within This State, Naming Agent Upon Whom Process May Be Served.

I would appreciate your filing the above Articles of Incorporation and sending me a certified copy of same in the self-addressed, stamped envelope provided for your convenience. Our check in the sum of \$122.50 is also enclosed as your filing fee.

Thank you for your assistance in this matter.

Sincerely,

Scott E. Simpson

SCOTT E. SIMPSON

SES/clr
Enclosures

FILED
99 APR 19 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/21/99
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE UTOPIA GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME. The name of the Corporation is:

THE UTOPIA GROUP, INC.

ARTICLE 2. DURATION. This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the office of the Secretary of State for the State of Florida.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is FIVE HUNDRED (500) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. ADDRESS. The street address of **THE UTOPIA GROUP, INC.**, is the following:

1400 Hancock Blvd., #607, Daytona Beach, Florida 32114

The mailing address of **THE UTOPIA GROUP, INC.**, is the following:

2895 West Sunrise Blvd., Suite 133, Ft. Lauderdale, FL 33311

ARTICLE 6. PRE-EMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 1020 W. International Speedway Blvd., Daytona Beach, Florida and the name of its initial Registered Agent at that address is SCOTT E. SIMPSON.

ARTICLE 8. BOARD OF DIRECTORS. The Incorporators, as hereinafter set forth, agree that there will be no board of directors for this corporation and that the responsibilities and duties normally performed by the board of directors shall be performed by the shareholders of this corporation.

ARTICLE 9. INCORPORATORS. The name and address of each Incorporator is as follows:


Markease Doe

1400 Hancock Blvd., #607
Daytona Beach, FL 32114

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer to the full extent of the law.

ARTICLE 11. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

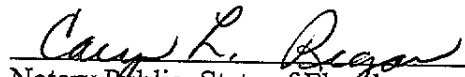
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 14 day of 4, 1999.


MARKEASE DOE

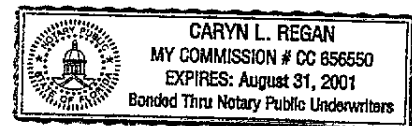
STATE OF FLORIDA)
):ss
COUNTY OF VOLUSIA)

Before me personally appeared MARKEASE DOE, known to me to be the person(s) described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 14 day of April, 1999 by MARKEASE DOE, () who is personally known to me, or (X) who produced a Florida driver's license as identification.


Notary Public, State of Florida

My Commission Expires:



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

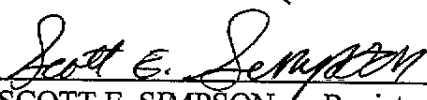
Pursuant to Florida Statute 48.091, the following is submitted in compliance with said Act;

First, **THE UTOPIA GROUP, INC.**, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 1400 Hancock Blvd., #607, Daytona Beach, County of Volusia, State of Florida, has named SCOTT E. SIMPSON, 1020 W. International Speedway Blvd., Daytona Beach, Florida 32114, 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.

DATED this 14th day of April, 1999.


SCOTT E. SIMPSON, as Registered Agent

FILED
99 APR 19 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA