

Law Office

Brian A. Burden, P.A.

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Robin McCormick
Legal Assistant

23 June 1999

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

Re: Articles of Incorporation of Utopian Apartments, Inc.
Our File No. 4108

FILED
99 JUN 25 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

Enclosed is the original and one copy of the Articles of Incorporation of Utopian Apartments, Inc. to be filed and a check for the filing fee in the amount of \$70.00. Please return a copy of the filed articles in the enclosed envelope.

Thank you for your assistance.

Very truly yours,

Robin G. McCormick

Robin G. McCormick
Legal Assistant

Enclosures

700002915847-7
-06/25/99-01072-005
*****70.00 *****70.00

Robin McCormick

CAVE
AUTHORIZATION BY PHONE TO
CORRECT *Correct Spelling Officer*
DATE *6-29-99*
DOC. EXAM *OB*

**ARTICLES OF INCORPORATION
OF
UTOPIAN APARTMENTS, INC.**

FILED
99 JUN 25 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate for the purpose of becoming a corporation for profit under the laws of the State of Florida in compliance with Florida Statute §607.0202.

Article I

The name of the corporation shall be Utopian Apartments, Inc.

Article II

The mailing address of the principal office of the corporation shall be:

11717 Gail Drive
Temple Terrace, FL 33617

Article III

The purpose for which the corporation is being formed and the general nature of the corporation's business shall be to own and manage apartments, as well as to engage in any other activity or business permitted under the laws of the State of Florida.

Article IV

The amount of capital stock of the corporation shall be One Thousand (1,000) shares of common stock with a par value of \$1.00 per share.

Articles V

The amount of capital with which the corporation will begin business will be no less than Five Hundred Dollars (\$500.00).

Article VI

The entire voting power for the selection of directors and for all other purposes shall be vested exclusively in the holders of common stock who shall be entitled to one vote for each share of common stock held by them of record.

Article VII

The names and addresses of the members of the first Board of Directors until the first annual meeting of the stockholders are as follows:

KELYA BURGOS
11717 Gail Drive
Temple Terrace, FL 33617

Article VIII

The number of directors is to be not less than one nor more than five and the directors need not be stockholders. Any vacancies in the Board of Directors shall be filled by special meeting of the stockholders.

Article IX

The names and addresses of the Officers of the corporation until the first annual meeting of the stockholders are as follows:

KELYA BURGOS, President, Secretary and Treasurer
11717 Gail Drive
Temple Terrace, FL 33617

Article X

The name and address of the incorporator and signer of the Articles of Incorporation and the number of shares of common stock which he agrees to take is:

Brian A. Burden - 1 share
215 W. Verne St. Suite D
Tampa, FL 3360

Article XI

The duration of the corporation is to be perpetual.

Article XII

The street address of the corporation's initial registered office and the name of its initial registered agent at that office is:

Brian A. Burden, Esq.
Brian A. Burden, P.A.
215 W. Verne Street, Suite D
Tampa, Florida 33606

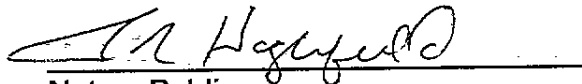
IN WITNESS WHEREOF, I have made, signed and acknowledged these Articles of Incorporation of Utopian Apartments, Inc. on June 23, 1999.



Brian A. Burden

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Brian A. Burden appeared before me, the undersigned authority, and acknowledged that he executed these Articles of Incorporation for Utopian Apartments, Inc. on June 23, 1999.


Notary Public



ROBIN HIGHFIELD
My Commission CC585548
Expires Jun. 23, 2000

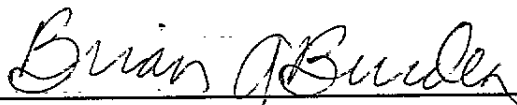
**Certificate Designating Place Of Business or
Domicile for the Service of Process Within This
State Naming Agent Upon Whom Service May Be Served**

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

Utopian Apartments, Inc., desiring to organize under the laws of the State of Florida with its principal office at 11717 Gail Drive, Temple Terrace, Florida 33617, has named Brian A. Burden, 215 W. Verne Street, Suite D, Tampa, Florida 33606, as its agent to accept service of process within this state.

**Acknowledgment of Registered Agent and
Duties Pursuant to Florida Statute §607.0505**

Having been named to accept service of process for Utopian Apartments, Inc. at 215 W. Verne Street, Suite D, Tampa, Florida, 33606, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 607, Florida Statutes, relative to keeping open my office.


Brian A. Burden

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TALLAHASSEE, FLORIDA