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January 22, 2002


Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: AMERICAN BRIGHT SIGNS, INC.

Enclosed herein please find an original and (1) ONE copy of the Application by Foreign Corporation for Authorization to Transact Business in Florida for the above named Delaware corporation. Enclosed please find a check made payable to Florida Department of State in the amount of \$78.75 for the corporate filing fees and a Certificate of Status. WHEN THE DOCUMENT IS FILED PLEASE RETURN IT TO MY ATTENTION IN THE FED EX ENVELOPE I HAVE ENCLOSED.

Thank you for giving this matter your attention.

Very truly yours,


Katherine E. Mitchell
Legal Assistant

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. AMERICAN BRIGHT SIGNS, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. Delaware 3. 13-4006242
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 9/17/92 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 701 South West 27th Avenue, Suite 610, Miami, Florida 33135
(Principal office address)

701 South West 27th Avenue, Suite 610, Miami, Florida 33135
(Current mailing address)

To sell Optical Imaging Products

8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

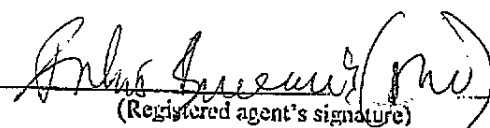
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Fabien Bruneau

Office Address: 710 South West 27th Ave., #610, Miami, FL 33135
Miami, Florida 33135
(City) (Zip code)

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TALLAHASSEE FLORIDA

10. Registered agent's acceptance:
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: none

Address:

Vice Chairman: none

Address:

Director: Fabien Bruneau

Address: 710 South West 27 Avenue, Suite 610, Miami, FL 33135

Director:

Address:

B. OFFICERS

President:

Address:

Vice President:

Address:

Secretary: Fabien Bruneau

Address: 710 South West 27 Avenue, Suite 610, Miami, FL 33135

Treasurer:

Address:

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. none

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. FABIEA BRUNEAU

(Typed or printed name and capacity of person signing application)

Delaware

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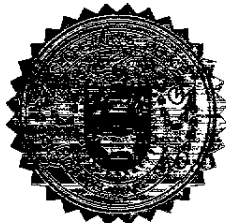
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN BRIGHT SIGNS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF JANUARY, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN BRIGHT SIGNS, INC." WAS INCORPORATED ON THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 1992.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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TALLAHASSEE, FLORIDA



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1567366

DATE: 01-18-02