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WASSERMAN LAW GROUP, LLC

30 MacLeay Road • Montville, NJ 07045

(City/State/Zip/Phone #)

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2003 JUN 16 AM 2:07
ALABAMA SECRETARY OF REVENUE
MONTGOMERY, ALABAMA

U03-15319
J. BRYAN MAY 29 2003

J. BRYAN JUN 16 2003

Memo

To: Registration Section- Division of Corporations
From: Jeffrey L. Wasserman
CC: Ralph D'Angelo, CFO Opti-Clip International
Date: May 23, 2003
Re: Application by Foreign LLC for Authorization to Transact Business in Florida

Enclosed please find the following:

1. Completed Application.
2. Certificate of Designation of Registered Agent/Registered Office.
3. An original certificate of existence dated May 19, 2003.
4. Check in the amount of \$160.00 payable to Florida Department of State for:
 - Filing Fee
 - Designation of Registered Agent
 - Request for Certified Copy
 - Request for Certificate of Status

Please call me with any questions. My phone number is 973-402-6550.

Regards.

FILED
2003 JUN 16 AM 2:07
CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

Memo

To: Joey Bryan
From: Jeffrey L. Wasserman
CC: Ralph D'Angelo
Date: June 10, 2003
Re: Opti-Clip International

FILED
2003 JUN 16 AM 2:07
J. L. WASSERMAN CORPORATION'S
TALLAHASSEE, FLORIDA

Mr. Bryan:

Enclosed please find an Affidavit from Ralph D'Angelo indicating that the date set forth in Section 6 was incorrect.

In addition, I have enclosed a revised Application and Certificate of Designation.

Please file these documents. I assume that you already deposited the \$160 check that was enclosed with the last mailing. Please send me the Certified Copy and Certificate of Status at your earliest convenience.

Thank you.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 29, 2003

JEFFREY L. WASSERMAN
WASSERMAN LAW GROUP LLC
30 MACLEAY ROAD
MONTVILLE, NJ 07045

SUBJECT: OPTI-CLIP INTERNATIONAL LLC
Ref. Number: W03000015319

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2003 JUN 16 AM 2:07
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for OPTI-CLIP INTERNATIONAL LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$3,150.00.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 503A00033827

AFFIDAVIT
OF RALPH D'ANGELO
VICE PRESIDENT OF OPTI-CLIP INTERNATIONAL, LLC

1. I am the Vice President of Opti-Clip International, LLC.
2. In reviewing the submitted Application of Foreign Limited Liability Company for Authorization to Transact Business in Florida, I noticed that the disclosure in Section 6 was erroneously disclosed.
3. The date set forth in Section 6 was not the correct date that the company began transacting business in Florida pursuant to Section 607.1501, 617.1501 or 608.502, Florida Statutes.
4. The correct date that should be disclosed in Section 6 is April 1, 2003.

I declare under penalty of perjury that the foregoing is true and correct. Executed on June 10, 2003.



Ralph D'Angelo
Vice President of Opti-Clip International, LLC

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2003 JUN 16 AM 2:07
OFFICE OF CORPORATIONS
TALLAHASSEE, FLORIDA

) SS.:

I CERTIFY that on June 9, 2003, Ralph S. D'Angelis, personally came before me and acknowledged under oath, to my satisfaction, that this person (or if more than one, each person):

- (a) is named in and personally signed this Affidavit: and
(b) signed, sealed and delivered this Affidavit as his act.

John A. Lee

OFFICIAL NOTARY SEAL
JANA LEE
COMMISSION NUMBER
CC 898416
MY COMMISSION EXPIRES
JAN. 7, 2004

FILED
2003 JUN 16 AM 2:07
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT
BUSINESS IN THE STATE OF FLORIDA:

1. OPTI-CLIP INTERNATIONAL LLC

(Name of foreign limited liability company)

2. DELAWARE

(Jurisdiction under the law of which foreign limited liability
company is organized)

3. 65-1091222

(FEI number, if applicable)

4. July 31, 2000

(Date of Organization)

5. perpetual

(Duration: Year limited liability
company will cease to exist or "perpetual")

6. April 1, 2003

(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))

7. 5200 TOWN CENTER CIRCLE, SUITE 525

BOCA RATON, FLORIDA 33486

(Street address of principal office)

8. If limited liability company is a manager-managed company, check here / X /

9. The name and usual business addresses of the managing members or managers are as follows:

TONY GELBART-5200 TOWN CENTER CIRCLE, SUITE 525, BOCA RATON, FLORIDA 33486

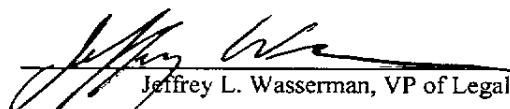
WARREN STRUHL-5200 TOWN CENTER CIRCLE, SUITE 525, BOCA RATON, FLORIDA 33486

TEDDY STRUHL-5200 TOWN CENTER CIRCLE, SUITE 525, BOCA RATON, FLORIDA 33486

10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)

11. Nature of business or purposes to be conducted or promoted in Florida: Selling of optical products.

(In accordance with section 608.408(3), F.S., the execution of this document constitutes
an affirmation under the penalties of perjury that the facts stated herein are true.)


Jeffrey L. Wasserman, VP of Legal

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2003 JUN 16 AM 2:07
HALLAMSBEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN
THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

OPTI-CLIP INTERNATIONAL LLC

2. The name and the Florida street address of the registered agent and office are:

Ralph D'Angelo

(Name)

5200 TOWN CENTER CIRCLE

Florida street address (P.O. Box NOT ACCEPTABLE)

BOCA RATON, FLORIDA 33486

(City/State/Zip)

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2003 JUN 16 AM 2:07
CLIP CORPORATIONS
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

OPTI-CLIP INTERNATIONAL LLC

By: 

Name: Ralph D'Angelo

Title: VP of Finance

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

Delaware

The First State

PAGE

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CLERK OF CORPORATIONS
TALLAHASSEE, FLORIDA

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "OPTI-CLIP INTERNATIONAL LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE NOT HAVING BEEN CANCELLED OR REVOKED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

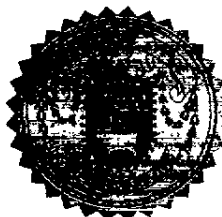
THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF FORMATION, FILED THE THIRTY-FIRST DAY OF JULY, A.D. 2000, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "CLIP-TECH INTERNATIONAL, LLC" TO "OPTI-CLIP INTERNATIONAL LLC", FILED THE THIRD DAY OF AUGUST, A.D. 2000, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID LIMITED LIABILITY COMPANY.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

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030323507

AUTHENTICATION: 2424270

DATE: 05-19-03