

FROM : CEASE Law Offices

PHONE NO. : 305 6496020

Jan. 27 1998 04:05PM P4

M98000000680

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

300002535523--8
-05/28/98--01107--001
*****78.75 *****78.75

SUBJECT: OPTI-TECH, LLC

(Name of corporation - must include suffix)

Dear Sir or Madam:

300002535523--8
-06/17/98--01095--001
****206.25 ****206.25

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Michael C. Cease, Esq.
(Name of Person)

Cease & Cease
(Firm/Company)

2900 N. W. 7th Street
(Address)

Miami, Florida 33125
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Michael S. Cease, Esq. at (305) 642-5231
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

FILED
98 JUN 29 PM 1:33
TALLAHASSEE, FL 32314



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1998

MICHAEL C. CEASE, ESQ.
2900 N.W. 7TH STREET
MAIMI, FL 33125

SUBJECT: OPTI-TECH, LLC
Ref. Number: W98000012161

RECEIVED
TALLAHASSEE, FLORIDA

58 JUN 29 PM 1:33

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We have received your document for OPTI-TECH, LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The attached form must be completed in order to file the document.

The name designated in your document is not available. Therefore, the limited liability company must adopt an alternate name for use in the state of Florida. To adopt an alternate name the entity must submit a resolution signed by a managing member or manager adopting the alternate name for use in the state of Florida. The alternate name must end with "L.L.C.," "L.C.," "Limited Liability Company" or "Limited Company."

Effective April 23, 1997, the fees to qualify a foreign limited liability company total \$285.00 and breakdown as follows: \$250.00 filing fee for the application and affidavit and \$35 registered agent designation fee. An additional \$52.50 is due for each certified copy requested and an additional \$8.75 is due for each certificate of status requested.

There is a balance due of \$206.25.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

Letter Number: 698A00029943

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

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

1. Opti-Tech, L.L.C.
(Name of foreign limited liability company must end with the words "limited company" or their abbreviation "L.C." if not so contained in the name at present.)
2. New Jersey
(Jurisdiction under the law of which foreign limited liability company is organized)
3. 22-3491496
(FEI number, if applicable)
4. 1/27/97
(Date of Organization)
5. 2047
(Duration: Year limited liability company will cease to exist or "perpetual")
6. January 15 1998
(Date first transacted business in Florida. (See sections 608.501, 608.502, and 817.155, F.S.))
7. Opti-Tech / Sawelson Eye Center
403 Clifton Ave, Clifton, NJ 07011 / FL. location 1450 S. Miami Ave.
miami, FL 33130
(Street address of principal office)

8. List name, title, and business address of each managing member[MGRM] or manager[MGR] who will manage the foreign limited liability company in Florida: (attach additional page if necessary)

NAME & ADDRESS:	TITLE:	NAME & ADDRESS:	TITLE:
<u>Steven Bernstein</u>	<u>MGRM</u>		
<u>403 Clifton Ave.</u>			
<u>Clifton, NJ 07011</u>			

9. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the Secretary of State or the proper official having custody of records in the state 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.)

FILED
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 1:33 PM
 TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF FOREIGN
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of Opti-Tech
LLC certifies:

1) the above named limited liability company has at least two members;

2) the total amount of cash contributed by the member(s) is

\$ 90,000

3) if any, the agreed value of property other than cash contributed by member(s) is
(A description of the property is attached and made a part hereto.)

\$ _____

and

4) the total amount of cash and property contributed and anticipated to be contributed
by member(s) is

\$ 90,000

(This total includes amounts from 2 and 3 above.)


Signature of a member or an authorized representative of a member

(In accordance with section 602.408(3), Florida Statutes, the execution of this
affidavit constitutes an affirmation under the penalties of perjury that the facts
stated herein are true.)

Steven Bernstein, President

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

Filing Fee: \$250.00 for Application and Affidavit

**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-Tech, L.L.C.

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

Michael Cease, Esq.
(Name)

2900 N.W. 7th Street
Florida street address (P.O. Box **NOT** ACCEPTABLE)

Miami FL 33125
City/State/Zip

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SECRETARY OF STATE
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.



(Signature)

Filing Fee: \$ 35 for Designation of Registered Agent

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

OPTI-TECH, L.L.C.

I, the Secretary of State of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Limited Liability Company was registered by this office on January 27, 1997.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

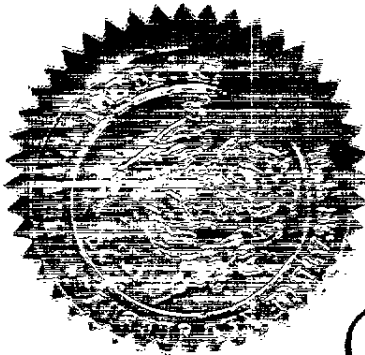
*Joseph M Gorrell Esq
101 Eisenhower Parkway
Roseland, NJ 07068*

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF NEW JERSEY
DEPARTMENT OF STATE
SHORT FORM STANDING

OPTI-TECH, L.L.C.



IN TESTIMONY WHEREOF, I have
hereunto set my hand and
affixed my Official Seal
at Trenton, this
12th day of May, 1998

Lonna R. Hooks

LONNA R HOOKS
Secretary of State

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TALLAHASSEE, FLORIDA