

P00000010291

Janet NY

ACCOUNT FILING COVER SHEET

ACCOUNT NUMBER: FCA000000005

REFERENCE: 40 1978 6-1
(Sub Account)

DATE: 1-31

REQUESTOR NAME: LEXIS

ADDRESS: _____

TELEPHONE: (____) (____) ext (____)

CONTACT NAME: _____

CORPORATION NAME: OC Acquisition Corp.

DOCUMENT NUMBER:
(if applicable) _____

AUTHORIZATION: C. Woodyard

- ☒ CERTIFIED COPY (1-9)
☐ CERTIFICATE OF STATUS (1-9)
☐ PLAIN STAMPED COPY

- ☒ Call When Ready () Call if Problem () After 4:30
☒ Walk In () Will Wait () Pick Up
☐ Mail Out

FILED
00 JAN 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0000003115840--

RECEIVED
00 JAN 31 PM 12:09
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
1-31-80
4

**ARTICLES OF INCORPORATION
OF
OC ACQUISITION CORP.**

FILED
00 JAN 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, an individual, does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The name of the corporation (hereinafter referred to as the "Corporation") is **OC Acquisition Corp.**

SECOND: The street and mailing address, wherever located, of the principal office of the Corporation is 87 Grandview Avenue, Waterbury, Connecticut 06708.

THIRD: The number of shares that the Corporation is authorized to issue is 1,000, all of which are of a par value of \$0.01 per share each and are of the same class and are common shares.

FOURTH: The street address of the initial registered office of the Corporation in the State of Florida is c/o LEXIS Document Services Inc., 3953 WW Kelley Road, Tallahassee, FL 32311.

The name of the initial registered agent of the Corporation at the said registered office is LEXIS Document Services Inc.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

Mitchell D. Hollander
Kane Kessler, P.C.
1350 Avenue of the Americas, 26th floor
New York, NY 10019

SIXTH: The number of directors constituting the initial Board of Directors is one. The number of directors may be increased or decreased from time to time by the vote of the Board of Directors, but in no case shall the number of directors be less than one nor more than nine. The name and the address of the person who is to serve as the initial director of the Corporation are:

Steven L. Ditman
OptiCare Health Systems, Inc.
87 Grandview Avenue
Waterbury, Connecticut 06708

SEVENTH: The purposes for which the Corporation is organized are as follows:

To engage in any lawful business for which corporations may be organized under the Florida Business Corporation Act.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Florida Business Corporation Act and other applicable law. If the Florida Business Corporation Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act as so amended.

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify the officers and directors of the Corporation from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

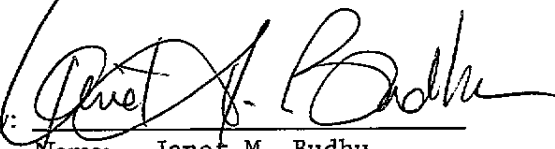
Signed on January 27, 2000.



Mitchell D. Hollander, Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

LEXIS DOCUMENT SERVICES INC.

By: 
Name: Janet M. Budhu
Title: Assistant Secretary

FILED
00 JAN 31 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA