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TRANSMITTAL LETTER

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

100003343921--6
-08/02/00--01062--002
*****70.00 *****70.00

SUBJECT: Opticare Corporation
(proposed corporate name)

Enclosed please find an original copy of the Articles of Incorporation for the above corporation and a check in the amount of \$70.00.

FROM: John L. Graham
Name

4440 N. E. 28th Avenue
Address

Lighthouse Point, Florida 33064
City, State & Zip

(954) 784-6825
Telephone Number

FILED
00 AUG 7 2 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Note: Additional copy of articles is needed when certified copy is requested.

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ARTICLES OF INCORPORATION
OF
OPTICARE CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the corporation shall be:

Opticare Corporation

ARTICLE II

The principal place of business and mailing address of this corporation shall be:

Opticare Corporation
1701 Avenida Del Sol
Boca Raton, Florida 33432

ARTICLE III

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 shares.

ARTICLE IV

The name and address of the initial registered agent is:

John L. Graham
1701 Avenida Del Sol
Boca Raton, Florida 33432

ARTICLE V

The name and street address of the incorporator to these Articles of Incorporation is:

1. John L. Graham
4440 N. E. 28th Avenue
Lighthouse Point, Florida 33064

The undersigned has executed these Articles of Incorporation this 28th day of July, 2000.



Signature/Title Vice-President

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Opticare Corporation

2. The name and address of the registered agent and office is:

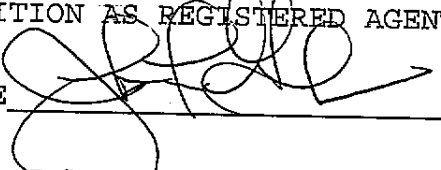
John L. Graham
(Name)

1701 Avenida Del Sol
(P. O. Box not acceptable)

Boca Raton, Florida 33432
(City/State/Zip)

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TALLAHASSEE
SECRETARY OF STATE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION 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 

DATE July 28, 2000

REGISTERED AGENT FILING FEE \$35.00