



**ARTICLES OF INCORPORATION  
OF  
ALPHA OPTICS INCORPORATED**

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I NAME

The name of the corporation shall be:

Alpha Optics Incorporated

ARTICLE II PRINCIPAL OFFICE

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

30351 US Highway 19 North  
Clearwater, Florida 33761

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

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which shall have no par value and which shall be issued as the same common class stock with voting rights of one vote per share. These shares shall be freely transferable. Should additional shares be issued, the first 999,995 additional shares shall be issued upon the approval of a simple majority of the votes of the shareholders. Prior to the issuance of the first net 1,000,000 shares, no other classes of shares shall be authorized. After the issuance of the first 1,000,000 shares, no additional classes or shares of stocks shall be authorized without first receiving a super-majority vote of 3/4 shareholder approval. No non-treasury shares of stock shall be issued without first satisfying the conditions for the issuance of stock as set forth in the bylaws of the corporation.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Scott W. Perry  
30351 US Highway 19 North  
Clearwater, Florida 33761

ARTICLE V INCORPORATOR

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

Scott W. Perry  
30351 US Highway 19 North  
Clearwater, Florida 33761

ARTICLE VI BOARD OF DIRECTORS OF THE CORPORATION

The number of directors to constitute the board of directors shall be three, as determined by the bylaws of the corporation. The three directors for each following year shall be elected each year at the annual shareholders meeting as set forth in the bylaws of the corporation. The names and addresses of the initial board of directors are as follows:

Scott W. Perry	30351 US Highway 19 North	Clearwater, Florida
Estelle C. Disher	30351 US Highway 19 North	Clearwater, Florida
Karen E. White	30351 US Highway 19 North	Clearwater, Florida

ARTICLE VII PERPETUAL DURATION

The duration of the corporation is perpetual.

ARTICLE VIII PURPOSE

This corporation is organized and formed for the purpose of the development of, manufacturing of, and wholesaling of video magnification consoles (magniviewers) for the visually impaired, and also to engage in any activities which are directly related to said purpose and which are lawful and for which activities corporations may be organized under the Florida Business Corporation Act.

ARTICLE IX GRANT OF PREEMPTIVE RIGHTS

The preemptive rights of shareholders to acquire additional shares of capital stock of the corporation are as follows: each shareholder shall be entitled as a matter of right to subscribe for, purchase or otherwise acquire any additional shares of stock of the specific class of the corporation held by the respective shareholder including, but not limited to, shares which are subsequently authorized and issued and shares which are acquired and reissued by the corporation.

ARTICLE X BYLAWS AND AMENDMENTS

The board of directors may repeal or amend the bylaws of the corporation and may adopt new or additional bylaws, and the articles of incorporation shall be amended as provided in the Florida Business Corporation Act and also as provided herein.

ARTICLE XI CUMULATIVE VOTING FOR DIRECTORS

There shall be no cumulative voting for directors.

ARTICLE XII PREMATURE BOARD VACANCIES

Any premature vacancy of the board for directors occurring prior to the elections of the following annual shareholder meeting may be filled the affirmative vote of the majority of the remaining directors. Any director so elected shall serve until such director's successor has been elected and qualified at the following annual shareholder meeting.

ARTICLE XIII INDEMNIFICATION

The corporation shall have the power to indemnify to the fullest extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding, whether

civil, criminal, administrative, investigative or otherwise (including an action, suit or proceeding by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, employee or agent of the corporation, or a fiduciary within the meaning of the Employee Retirement Security Act of 1974, as amended, with respect to any employee benefit plans of the corporation, or serves at the request of the corporation as a director, officer, employee, or agent, or as a partnership, joint venture, trust or other enterprise, and their respective heirs, administrators, personal representatives, successors and assigns. Indemnification specifically provided by the Florida Business Corporation Act shall not be deemed exclusive of any other rights to which such director, officer, employee or agent may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The corporation, its officers, directors, employees or agents shall be fully protected in taking any action or making any payment under this Article or in refusing to do so upon the advice of independent counsel.

ARTICLE XIV NO PERSONAL LIABILITY

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director, except that this provision shall not apply to: (a) Any breach of the director's duty of loyalty to the corporation or its shareholders; \*(b) Any acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) Any distribution which is unlawful; (d) Any transaction from which the director derived an improper personal benefit; or (e) Any act or omission occurring prior to the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE XV CORPORATION PURCHASE OF ITS OWN SHARES

The corporation shall have the right to purchase, directly or indirectly, its own shares to the extent of unreserved and unrestricted capital surplus available therefore at a fair market value of such shares.

X Scott W. Perry  
Signature/ Incorporator

August 17th, 2000  
Date

Scott W. Perry  
Name (printed)/ Incorporator

*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*

X Scott W. Perry  
Signature/ Registered Agent

August 17th, 2000  
Date

Scott W. Perry  
Name (printed)/ Registered Agent