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TRANSMITTAL LETTER

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

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-09/25/00--01081--017
*****70.00 *****70.00

SUBJECT: OPTICAL PROMISE, Inc
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Harry Winderman
Name (Printed or typed)

2255 Glades Road Suite 218-A
Address

Boca Raton, FL 33431
City, State & Zip

561-997-9995
Daytime Telephone number

FILED
00 SEP 25 AM 10:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
OPTICAL PROMISE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I. NAME

The name of this corporation is **OPTICAL PROMISE, INC.**

ARTICLE II. DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV. CAPITAL STOCK

This corporation is authorized to issue 1000 shares of no par value common stock which shall be designated "Common Shares."

ARTICLE V. PRE-EMPTIVE RIGHTS

The shareholders of the corporation shall have no pre-emptive right to acquire unissued or treasury shares of the corporation.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Harry Winderman, 2255 Glades Road, Suite 218A, Boca Raton, Florida 33431 and the name of the initial registered agent of this corporation at that address is Harry Winderman. The principal office and registered office are identical.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

This corporation shall have one Director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the members of the initial Board of Directors of this corporation is:

<u>NAME</u>	<u>ADDRESS</u>
Harry Winderman	2255 Glades Road Suite 218A Boca Raton, Florida 33431

ARTICLE VIII. INCORPORATORS

The name and address of the incorporator is:

NAME

Harry Winderman

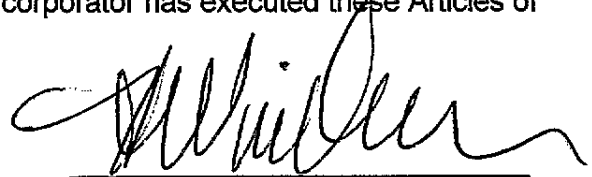
ADDRESS2255 Glades Road
Suite 218 A
Boca Raton, Florida 33431**ARTICLE IX. INDEMNIFICATION**

The corporation shall indemnify any officer, incorporator or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X. AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto; and any right conferred upon the shareholders is subject to this reservation.

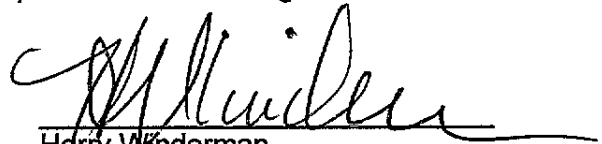
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of September, 2000.



Harry Winderman

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent for the above-stated corporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, Florida Statutes (1995).

Harry Winderman
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE FLORIDA