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ACCOUNT NO. : 072100000032

REFERENCE : 077386 10770A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigute

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2001 MAR 14 PM 1:52
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ORDER DATE : March 14, 2001

ORDER TIME : 11:56 AM

ORDER NO. : 077386-005

CUSTOMER NO: 10770A

CUSTOMER: Farida J. Major, Legal Asst
Freedman & McClosky P.a.

500003852635--1

Suite 700
1 East Broward Boulevard
Ft. Lauderdale, FL 33301

DOMESTIC FILING

NAME: U.S. OPTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115
EXAMINER'S INITIALS:

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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ARTICLES OF INCORPORATION
OF
U.S. OPTICS, INC.

2001 MAR 14 PM 1:52

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned associates for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the Florida Business Corporation Act, Chapter 607, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of corporations.

ARTICLE I

The name and address of the corporation is:

U.S. Optics, Inc.
731 S.W. 5th Street
Boca Raton, FL

ARTICLE II

This corporation shall commence its existence as of the date of the filing of these articles, and its existence shall be perpetual.

ARTICLE III

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

ARTICLE IV

This corporation is authorized to issue one hundred shares of common stock with no par value.

ARTICLE V

The name and address of the initial registered agent and street address of the initial registered office of this corporation are:

Freedman & McClosky, P.A.
One East Broward Boulevard
Suite 700
Ft. Lauderdale, FL 33301

ARTICLE VI

The number of directors of this corporation shall be not less than one (1). The initial number of directors shall be one (1), and the number of directors may be increased and decreased from time to time by the by-laws of this corporation. The name and address of the initial director are:

NAME

ADDRESS

Samuel David Lehrer

731 S.W. 5th Street
Boca Raton, FL

ARTICLE VII

The initial officers of the corporation shall be:

NAME

Office

Samuel David Lehrer

President/Treasurer/Secretary

ARTICLE VIII

The name and address of the incorporator is:

Reed B. McClosky, Esq.
Freedman & McClosky, P.A.
One East Broward Boulevard
Suite 700
Ft. Lauderdale, FL 33301

ARTICLE IX

The power to adopt, alter, amend or repeal by-laws will be vested in the board of directors and shareholders.

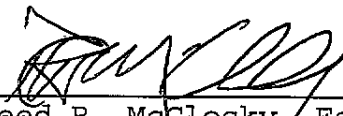
ARTICLE X

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

ARTICLE XI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 15th day of March 2001.



Reed B. McClosky, Esq.
Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 13th

day of March, 2000, by Reed B. McClosky, who is personally
known to me or who has produced _____ as
identification and who did (did not) take an oath.

[Signature]
NOTARY PUBLIC

My Commission Expires:



FARIDA J. MAJOR
COMMISSION # CC 659644
EXPIRES AUG 14, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE OF APPOINTMENT

Pursuant to 48.091 and 607.0501, Florida Statutes, the
undersigned acknowledges and accepts his appointment as registered
agent of U.S. Optics, Inc. and agrees to act in that capacity and
to comply with the provisions of the Florida Business Corporation
Act relative to keeping open the registered office at the address
specified above. The undersigned is familiar with and accepts the
obligations of 607.0505, Florida Statutes.

FREEDMAN & McCLOSKY, P.A.

Date: March 13, 2001 By: [Signature]
Reed B. McClosky, as agent

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TALLAHASSEE FLORIDA