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ACCOUNT NO. : 072100000032

REFERENCE : 205519 7277148

AUTHORIZATION :

*Patricia Pigato*

COST LIMIT : \$ 70.00

ORDER DATE : June 29, 2001

ORDER TIME : 10:45 AM

ORDER NO. : 205519-001

CUSTOMER NO: 7277148

700004462887--B

CUSTOMER: Mr. John S. Sharp  
Mr. John S. Sharp

9 Egerton Road  
Monton, Eccles  
Manchester, -- M30 9LR

DOMESTIC FILING

NAME: OPTAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Carla E. Lohi - EXT. 1132

EXAMINER'S INITIALS:

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2001 JUL -6 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*10/7/01*

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DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
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ARTICLES OF INCORPORATION  
OF

2001 JUL -6 PM 3:37

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

OPTAL, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

OPTAL, INC.

The address of the principal office of this corporation shall be 9 Egerton Road, Monton, Eccles, Manchester, United Kingdom M30 9LR, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1500 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors is:

John Sharp  
Dir.

9 Egerton Road  
Monton, Eccles, Manchester  
United Kingdom M30 9LR

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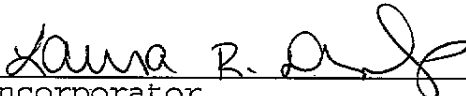
ARTICLE VII. INCORPORATOR

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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


The Company Corporation  
2711 Centerville Road Suite 400  
Wilmington, Delaware 19808

The undersigned incorporator has executed these  
Articles of Incorporation on July 6, 2001.

  
\_\_\_\_\_  
Incorporator  
Its Agent, Laura R. Dunlap

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware  
corporation authorized to transact business in this  
State, having a business office identical with the  
registered office of the corporation named above, and  
having been designated as the Registered Agent in the  
above and foregoing Articles, is familiar with and  
accepts the obligations of the position of Registered  
Agent under Section 607.0505, Florida Statutes..

By:   
\_\_\_\_\_  
Its Agent, Laura R. Dunlap  
Authorized Service Representative  
Corporation Service Company

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