

SPENCER & KLEIN

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January 5, 1995

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VIA FEDERAL EXPRESS

STATE OF FLORIDA
DIVISION OF CORPORATIONS
400 NORTH GADSDEN STREET
TALLAHASSEE, FLORIDA 32399

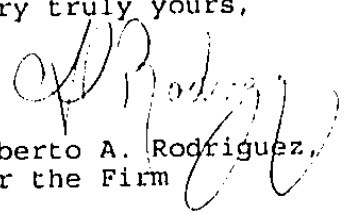
Re: Articles of Incorporation of Optic Tech International
Corporation
Our File No. 1877.04

Gentlemen:

Enclosed please find two (2) original Articles of Incorporation of Optic Tech International Corporation along with our check in the amount of \$122.50. Please return a certified copy to the undersigned in the enclosed FedEx envelope.

If you should have any questions, please do not hesitate to contact the undersigned.

Very truly yours,


Alberto A. Rodriguez,
For the Firm

AAR:tll
Enclosures

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KANUT J. KHOSLA

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ARTICLES OF INCORPORATION

OF

OPTIC TECH INTERNATIONAL CORPORATION

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

ARTICLE I

Name

The name of the corporation is Optic Tech International Corporation, and its address is: 2601 N.W. 105th Avenue, Miami, Florida 33172.

ARTICLE II

Duration

The duration of the corporation is perpetual.

ARTICLE III

Purpose

The general purposes for which the corporation is organized are:

(1) To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

(2) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Authorized Shares

The aggregate number of shares which the corporation is authorized to issue is 10,000, such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

Registered Office and Agent

The street address of the initial registered office of the corporation is: 801 Brickell Avenue, Suite 1901, Miami, Florida

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MIAMI, FLORIDA

33131, and the name of its registered agent at such address is Thomas R. Spencer, Jr.

ARTICLE VI

Directors

The number of directors constituting the board of directors of the corporation shall be determined in accordance with the By-Laws, but shall not be less than one. The number of directors constituting the initial board of directors is three (3). The names and addresses of the persons who are to serve as the members of the initial board of directors are:

Samson Wu
2601 N.W. 105th Avenue
Miami, Florida 33172

Frances Wai-Ling Chu
2601 N.W. 105th Avenue
Miami, Florida 33172

Ron Ostrow
2601 N.W. 105th Avenue
Miami, Florida 33172

ARTICLE VII

Incorporator

The name and address of the incorporator is:

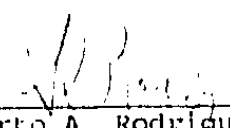
Alberto A. Rodriguez
801 Brickell Avenue
Suite 1901
Miami, Florida 33131

ARTICLE VIII

Indemnification

The corporation shall indemnify each director, officer and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been an officer, director or shareholder of the corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 5th day of January,
1995.


Alberto A. Rodriguez


STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, personally appeared Alberto A. Rodriguez to me well known to be the person described in or who has produced a Florida driver's license as identification and who subscribed the above Articles of Incorporation and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 5th day of January, 1995.

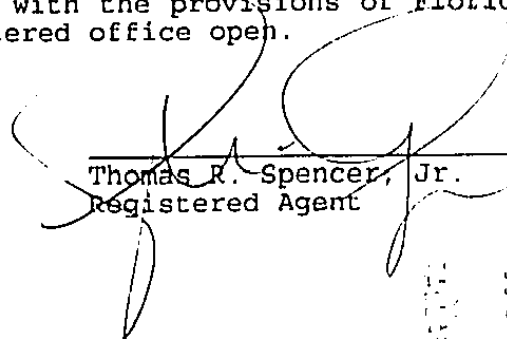
My commission expires:




Notary Public
Teresita Llerena

Acknowledgment of Appointment by Registered Agent

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Thomas R. Spencer, Jr.
Registered Agent

RECORDED
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CLERK OF DISTRICT COURT
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