

**P95000012343**

(((H95000001780))) PUBLIC ACCESS SYSTEM  
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DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY  
DEPARTMENT OF STATE 1492 W FLAGLER ST  
STATE OF FLORIDA SUITE 200  
409 EAST GAINES STREET MIAMI FL 33135- 0-0000  
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT  
FAX: (904) 922-4000 PHONE: (305) 541-3804  
FAX: (305) 541-3770  
(((H95000001780))) DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: DIVERSIFIED OPTICS, INC.  
FAX AUDIT NUMBER: H95000001780 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 02/13/1995 TIME REQUESTED: 10:17:40  
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0  
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EFFECTIVE DATE  
2-16-95

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95 FEB 14 AM 11:45  
TALLAHASSEE FLORIDA

FEB-14-1995 10:16 FROM EMPIRE

TO DIV CORP ELT FI P.01



FLORIDA DEPARTMENT OF STATE  
Sandra B. Moriham  
Secretary of State

February 14, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: DIVERSIFIED OPTICS, INC.  
REF: W95000003350

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PLEASE RE-SEND 1ST PAGE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loris Poole  
Corporate Specialist

FAX Aud. #: H95000001780  
Letter Number: 595A00006460

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

FEB-14-1995 10:16 FROM EMPIRE  
JEFFERY T. KIPPL, CSQ.  
1759 W. BROADWAY #8  
Oviedo, FL 32765  
(407) 359.0746  
FBN. 0616117

TO DIV CORP ETC FI 5 FEB 14 AM 11:43 P.03

**ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED OPTICS, INC.**

The undersigned, being of legal age and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation, and agrees and certifies as follows:

**EFFECTIVE DATE**

**ARTICLE I  
NAME**

The name of this Corporation shall be Diversified Optics, Inc., and its address shall be 1759 West Broadway, Suite 8, Oviedo, Florida 32765.

**ARTICLE II  
COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the February 10, 1995, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III  
PURPOSES AND GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida General Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist, its officers and employees.
- (e) To purchase or otherwise acquire letters of intent, concessions, licenses, inventions, rights and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in any of the foregoing, whether in the United States or in any other part of the world; to sell, let, or otherwise grant any patent rights, concessions, licenses, inventions, rights or privileges or any interest in any thereof; to register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world,

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and to apply for, exercise, use or otherwise deal with any patent rights, concessions, monopolies, or other rights or privileges either in the United States or in any other part of the world; to manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and other things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (g) To aid in any manner any corporation, stock company, association, trust, trustee, government or governmental entity, or other person or entity whatsoever, whose stock, bonds, or other obligations or securities of any kind or character are held or are in any manner guaranteed by it, and to do any other acts or things for the preservation, protection or improvement or enhancement of the value of any property or rights or interests in property of any kind or character owned or held by it, and to do any acts or things, or refrain from doing any acts or things, designed for any such purpose.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To enter into, make, receive assignments of, grant assignments of, and perform contracts of every nature and kind for any lawful purpose.
- (j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act or by other applicable law within or without the State of Florida.
- (l) To elect or appoint officers and agents and define their duties and fix their compensation.
- (m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- (n) To promote, by all proper and legitimate agencies and means, education and educational institutions generally, and any and all charitable, religious, scientific and educational movements, purposes or causes; to make gifts and donations for the public welfare or for charitable, religious, scientific or educational purposes.
- (o) To dedicate to the public or to any governmental entity or other entity whatsoever for any public or other purpose any of its real or personal property or any interest therein.

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- (p) To transact any lawful business which its Board of Directors shall find will be in aid of governmental policy.
- (q) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, retirement plans, benefit plans, stock option plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.
- (r) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.
- (s) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.
- (t) To have and exercise all powers necessary or convenient to effect its general purpose.

#### ARTICLE IV CAPITAL STOCK

##### 1. Number and Class of Shares Authorized Par Value.

The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Value Per Share	Class of Stock
100,000	\$1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation.

##### 2. Voting Rights.

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

##### 3. Preemptive Rights.

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price it is offered to others or any other price.

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**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 1759 W. Broadway, Suite 8, Oviedo, Florida 32765 and the initial registered agent of the Corporation at that address shall be Jeffery T. Kipl. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

**ARTICLE VI  
INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The name and street address of the initial director(s) of this Corporation is (are):

Calvin Howell  
2753 Running Springs Loop  
Oviedo, FL 32765

Directors may be removed without cause. Directors shall be elected or appointed as provided in the Bylaws.

**ARTICLE VII  
INCORPORATOR(S)**

The name and street address of the person(s) signing these Articles as Incorporator(s) is (are):

Calvin Howell  
2753 Running Springs Loop  
Oviedo, FL 32765

**ARTICLE VIII  
BYLAWS**

Except as otherwise provided by law, the power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors.

**ARTICLE IX  
INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

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#### ARTICLE X CONFLICTS OF INTEREST

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the directors or officers of, such other corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any Director of this Corporation who is also a director or an officer of such other Corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interpreted.

#### ARTICLE XI LIMITED LIABILITY OF SHAREHOLDERS

The private property of the shareholders shall not be subject to payment of the Corporation's debts to any extent.

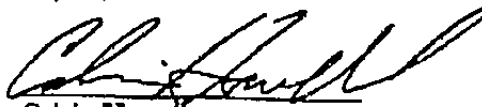
#### ARTICLE XII AMENDMENT

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

#### ARTICLE XIII HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby make(s) and file(s) these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this day of February 10, 1995.

  
Calvin Howell

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STATE OF FLORIDA

)  
) and  
)

COUNTY OF SEMINOLE

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Calvin Howell, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and, after presenting identification in the form of a valid Florida driver's license, acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this day of February 10, 1995.

  
NOTARY PUBLIC

My commission expires:

Notary Public, State of Florida  
My Commission Expires Oct. 1, 1995  
Should They Stop Paid - Insurance Inc.

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## CERTIFICATE OF DESIGNATION

### REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First that Diversified Optics, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation has named Jeffery T. Kipl, located at 1759 W. Broadway, Suite 8, Oviedo, Florida 32765, Seminole County, Florida, as its agent to accept service of process within this state.

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.

  
JEFFERY T. KIPI  
Registered Agent

FILED  
94:11/14/16  
JAN 14 1995  
TALLAHASSEE, FLORIDA

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Jeffery T. Kipi  
Attorney and Counselor at Law  
1759 West Broadway, Suite 8  
Oviedo, Florida 32765

Telephone  
(407)359-0746

Facsimile  
(407)359-7002

August 21, 1995

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Corporation: Diversified Optics, Inc.

Dear Sir:

Enclosed herewith please find Articles Amendment for the above referenced corporation. Please file in your usual prompt manner.

If you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

*JTK*  
Jeffery T. Kipi

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

JTK:ao

Enclosure

FILED  
95 SEP 13 PM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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53 AUG 23 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS SEP 14 1995

*Amend.*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 24, 1995

JEFFERY KIP  
1750 W. BROADWAY  
SUITE 8  
OVIEDO, FL 32765

SUBJECT: DIVERSIFIED OPTICS, INC.  
Ref. Number: P95000012343

We have received your document for DIVERSIFIED OPTICS, INC.. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6903.

Nancy Hendricks  
Corporate Specialist

Letter Number: 995A00039626

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED OPTICS, INC.

FILED  
95 SEP 13 AM 9:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article IV of the Articles of Incorporation of Diversified Optics, Inc. was amended by the corporation's board of directors, following a vote of approval by a majority of the shareholders of the corporation, on August 21, 1995. The corporation is filing these articles of amendment to the articles of incorporation pursuant to F.S. 607.0602.

1. The name of the corporation is Diversified Optics, Inc.
2. Article IV of the articles of incorporation of Diversified Optics, Inc. was amended as follows:  
"The capital stock authorized, the par value thereof, and the class of such stock shall be as follows:

Number of Shares Authorized	Value per Share	Class of Stock
10,000,000	\$ 1.00	Common

The consideration for all of the above stock shall be payable in cash, property (tangible and intangible), labor or services in lieu of cash; at a just valuation to be fixed by the Board of Directors of the Corporation."

3. The foregoing amendment to the articles of incorporation was duly adopted by the board of directors, after being approved by a majority vote of the shareholders of the corporation at a duly constituted and noticed meeting of the shareholders, on August 21, 1995.

In witness whereof, the undersigned Director of this Corporation has executed these articles of amendment on August 21, 1995.

  
Calvin Howell, Director

1201 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086



P95000012343  
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5 DEC 11 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032  
REFERENCE : 761075 11432A  
AUTHORIZATION : Patricia Pzyto  
COST LIMIT : \$ 35.00

ORDER DATE : December 11, 1995

ORDER TIME : 10:04 AM

ORDER NO. : 761075

800001668928

CUSTOMER NO: 11432A

CUSTOMER: J. Bennett Grocock, Esq  
Grocock Loftis & Abramson  
Suite 200  
126 East Jefferson Street  
Orlando, FL 32801

DOMESTIC AMENDMENT FILING

NAME: DIVERSIFIED OPTICS, INC.

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

Amend  
12-11

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55 DEC 11 PM 1:15  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION  
OF  
DIVERSIFIED OPTICS, INC.

Diversified Optics Inc., a Florida corporation, hereby amends its Articles of Incorporation as follows:

Article IV of the Articles of Incorporation is deleted in its entirety and is amended to read as follows:

ARTICLE IV. CAPITAL STOCK

The aggregate number of shares which the Corporation shall have authority to issue is as follows:

1. Authorized Stock. This Corporation is authorized to issue the following shares of capital stock:

(a) Common Stock. The aggregate number of shares of Common Stock which the Corporation shall have authority to issue is twenty million (20,000,000) shares, with a par value of \$.001 per share.

(b) Preferred Stock. The aggregate number of shares of Preferred Stock which the Corporation shall have authority to issue is five million (5,000,000) shares, with a par value of \$.001 per share.

2. Description of Common Stock. Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of stockholders and may not cumulate their votes for the election of directors. Shares of Common Stock are not redeemable, do not have any conversion or preemptive rights, and are not subject to further calls or assessments once fully paid.

Holdings of Common Stock will be entitled to share pro rata in such dividends and other distributions as may be declared from time to time by the board of Directors out of funds legally available therefor, subject to any prior rights accruing to any holders of preferred stock of the Corporation. Upon liquidation or dissolution of the Corporation, holders of shares of Common Stock will be entitled to share proportionally in all assets available for distribution to such holders.

3. Split of Common Stock. Each share of Common Stock outstanding on the date hereof shall be split into 1,000 shares.

4. Description of Preferred Stock. The terms, preferences, limitations and relative rights of the Preferred Stock are as follows:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(a) The Board of Directors is expressly authorized at any time and from time to time to provide for the issuance of shares of Preferred Stock in one or more series, with such voting powers, full or limited, but not to exceed one vote per share, or without voting powers, and with such designations, preferences and relative participating, optional or other special rights, qualifications, limitations or restrictions, as shall be fixed and determined in the resolution or resolutions providing for the issuance thereof adopted by the Board of Directors, and as are not stated and expressed in these Articles of Incorporation or any amendment hereto, including (but without limiting the generality of the foregoing) the following:

(i) the distinctive designation of such series and the number of shares which shall constitute such series, which number may be increased (except where otherwise provided by the Board of Directors in creating such series) or decreased (but not below the number of shares thereof then outstanding) from time to time by resolution by the Board of Directors;

(ii) the rate of dividends payable on shares of such series, the times of payment, whether dividends shall be cumulative, the conditions upon which and the date from which such dividends shall be cumulative;

(iii) whether shares of such series can be redeemed, the time or times when, and the price or prices at which shares of such series shall be redeemable, the redemption price, terms and conditions of redemption, and the sinking fund provisions, if any, for the purchase or redemption of such shares;

(iv) the amount payable on shares of such series and the rights of holders of such shares in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the corporation;

(v) the rights, if any, of the holders of shares of such series to convert such shares into, or exchange such shares for, shares of Common Stock or shares of any other class or series of Preferred Stock and the terms and conditions of such conversion or exchange; and

(vi) the rights, if any, of the holders of shares of such series to vote.

(b) Except in respect of the relative rights and preferences that may be provided by the Board of Directors as hereinbefore provided, all shares of Preferred Stock shall be of equal rank and shall be identical, and each share of a series shall be identical in all respects with the other shares of the same series.

The foregoing Amendment was adopted on December 8, 1995, by the Corporation's Board of Directors and was unanimously approved by all shareholders by

written consent. The number of votes cast by the shareholders for the Amendment was sufficient for approval by the shareholders.

Dated this 8th day of December, 1995.

DIVERSIFIED OPTICS, INC.

By:

  
Calvin Howell, President

clients/divers/amend