

P95000016471

WATSON, FOLDS, STEADHAM, CHRISTMANN, BRASHEAR, TOVKACH & WALKER

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February 23, 1995

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

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-02/27/95--01102--016
****122.50 ****122.50

RE: OCUDEX, INC.

Gentlemen:

Please find the original and one (1) copy of the Articles of Incorporation for the above referenced corporation, as well as our check in the amount of \$122.50 representing the following:

Filing Fee	\$ 35.00
Certificate Designating Resident Agent	35.00
Certified Copy of Articles of Incorporation	52.50

After filing the original Articles of Incorporation, please certify the enclosed copy and return same to this office.

Sincerely,

WATSON, FOLDS, STEADHAM,
CHRISTMANN, BRASHEAR,
TOVKACH & WALKER

By:

Carrie Fagan, Secretary
to Bruce Brashear, Esq.

Enclosures

FILED

1995 FEB 27 PM 1:50

6003
2/28/95
P95-16471

**ARTICLES OF INCORPORATION
OF
OCUDEX, INC.**

FILED
1995 FEB 27 PM 1:59
TALLAHASSEE, FL

Article I

Name. The name of this Corporation is OCUDEX, INC.

Article II

Principal Office. The address of the principal office of the Corporation is 3713 S.W. 42nd Avenue, Suite 3, Gainesville, FL 32608.

Article III

Duration. The period of duration of this Corporation shall be perpetual, commencing on the date of execution and acknowledgment of these articles.

Article IV

Purpose. The purpose of this Corporation is to engage in any activities or businesses permitted under the laws of the United States and under the Florida General Corporation Act including, but not limiting the acquisition of life insurance bonds, debentures, commodities, leaseholds, options, puts and calls, easements, mortgages, notes, mutual funds, investment trusts, common trust funds, voting trust certificates, and any class of stock or right to subscribe for stock, including trading on margin.

Article V

Capital Stock. This Corporation is authorized to issue 10,000,000 shares of \$.0001 par value common stock.

Article VI

By-Laws. The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and Shareholders.

Article VII

Initial Registered Office and Agent. The street address of the initial registered office of this Corporation is 3713 S.W. 42nd Avenue, Suite 3, Gainesville, FL 32608, and the name of the initial registered agent of this Corporation is C.E. Rick Strattan.

Article VIII

Initial Board of Directors. The Corporation shall have two (2) Directors initially. The number of Directors may either be increased or diminished from time to time by the By-Laws, but it shall never be less than one. The names and addresses of the initial Directors of this Corporation are:

C.E. Rick Strattan
3713 S.W. 42nd Avenue, Suite 3
Gainesville, FL 32608

Alfred Caggia
1255 Commerce Blvd.
Sarasota, FL 34243

Article IX

Incorporator. The name and address of the person signing these Articles is C.E. Rick Strattan, 3713 S.W. 42nd Avenue, Suite 3, Gainesville, FL 32608.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 23rd day of February, 1995.


C.E. RICK STRATTAN
Incorporator

**STATE OF FLORIDA
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 23rd day of February, 1995, by C.E. Rick Strattan, who is personally known to me ~~or who has produced Florida Driver License~~ as identification, and who says that he is Incorporator of these Articles of Incorporation and as such Incorporator verifies that all statements and information contained herein are true and correct.

DATED this 23rd day of February, 1995.

(SEAL)


Notary Public

Printed Name
My Commission Expires:



CARRIE P. FAGAN
MY COMMISSION # CC249377 EXPIRES
January 8, 1997
BONDED THROUGH TROY FARM INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of OCUDEx, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 23 day of FEBRUARY, 1995.


C.E. RICK STRATTAN
Registered Agent

FILED
1995 FEB 27 PM 1:59
TALLAHASSEE, FLORIDA