

WBB

Law office of
Warren B. Brams, P.A.

P9500057684

July 20, 1995

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

RE: OPTICS VENTURES INC.

Dear Sirs:

Enclosed please find the proposed Articles of Incorporation of OPTICS VENTURES, INC. Also enclosed is my check in the amount of \$122.50 representing payment with respect to the filing fee for the corporation.

Please return the stamped filed Articles in the enclosed envelope. If you have any questions, please do not hesitate to contact me.

Sincerely,

[Signature]
WARREN B. BRAMS

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-07/24/95--01046--011
****122.50 ****122.50

WBB/slg
Enclosures

7/26/95
[Signature]

ARTICLES OF INCORPORATION

of

OPTICS VENTURES, INC.

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is: OPTICS VENTURES, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue Five Hundred shares (500) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares".

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SECRET
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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The principal office, if known, or the mailing address of the corporation is:

NAME : OPTICS VENTURES, INC.

ADDRESS: P.O. BOX 0329

CITY : BOYNTON BEACH, FLORIDA 33425-0329

The name and street address of the Initial Registered Agent of this Corporation is:

NAME : WARREN B. BRAMS

ADDRESS: 1645 PALM BEACH LAKES BLVD., SUITE 680

CITY : WEST PALM BEACH, FLORIDA 33401

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 by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME : WARREN B. BRAMS

ADDRESS: 1645 PALM BEACH LAKES BLVD., SUITE 680

CITY : WEST PALM BEACH, FLORIDA 33401

ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME : WARREN B. BRAMS

ADDRESS: 1645 PALM BEACH LAKES BLVD., SUITE 680

CITY : WEST PALM BEACH, FLORIDA 33401

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 20TH day of JULY, 1995.

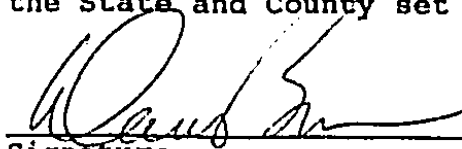
_____(Seal)

_____(Seal)

STATE OF FLORIDA

COUNTY OF PALM BEACH

before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared:


Signature

FL. DRIVERS LICENSE #B65288263350
Form of Identification

known to me and known to be the person(s) who executed the foregoing Articles of Incorporation, who acknowledged before me that she executed these Articles of Incorporation, that I relied upon the form of identification of the above named person as indicated opposite each name, and that an oath (was)(was not) taken.

WARREN B. BRAMS Witness my
hand and official seal in the County and State last aforesaid this
20TH day of JULY, 1995.



Notary Public State of Florida
at Large

My Commission Expires:

OFFICIAL NOTARY SEAL
SANDRA L. SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC355886
MY COMMISSION EXP. MAR. 15, 1996

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT

CF

OPTICS VENTURES, INC.
(name of corporation)

Pursuant to Florida Statutes Sections 48.091 and 607.0501,
the following is submitted: The above corporation,
desiring to organize under the laws of the State of
Florida with its registered office as indicated in the
Articles of Incorporation

at 1645 PALM BEACH LAKES BLVD., SUITE 680

WEST PALM BEACH, FLORIDA 33401

has named WARREN B. BRAMS

located at the aforesaid address, as its Registered Agent
to accept service of process within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process
for the above stated corporation at the place designated in this
certificate, and being familiar with the obligations of that
position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said
office.


(registered agent)