

P95000067652

UBS AC SYSTEM
ELECTRONIC FILING COVER SHEET
DIVISION OF CORPORATIONS FROM: EMPIRE CORPORATE KIT COMPANY
DEPARTMENT OF STATE 1492 W. FLAGLER ST
STATE OF FLORIDA SUITE 200
403 EAST GAINES STREET MIAMI FL 33135-
TALLAHASSEE, FL 32399 CONTACT: RAY STORMONT
PHONE: (305) 541-3094
FAX: (305) 541-3770
FAX (904) 922-4000
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE OPTIMIZER CORPORATION
FAX AUDIT NUMBER: H95000009702 CURRENT STATUS: REQUESTED
DATE REQUESTED: 08/31/1995 TIME REQUESTED: 12:29:53
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
NUMBER OF PAGES: 3 METHOD OF DELIVERY: FAX
ESTIMATED CHARGE: \$122.50 ACCOUNT NUMBER: 072450003255
N.B. Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.
((H95000009702))
** ENTER 'M' FOR MENU. **
ENTER SELECTION AND (CR):
Help F1 Option Menu F2

NUM CAPS Connect: 00:09:.

FILED
95 AUG 31 PM 4: 26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

79/1

95 AUG 31 PM 1:58

FILED

95 AUG 31 PM 4:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE OPTIMIZER CORPORATION

ARTICLE I
NAME

The name of this Corporation is THE OPTIMIZER CORPORATION

ARTICLE II
PURPOSES

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE III
STOCK

This Corporation is authorized to issue 1000 shares of common stock with a par value of \$.01 per share.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of this Corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312, and the name of the initial registered agent at that address is Richard H. Breit.

ARTICLE V
DIRECTORS

This Corporation shall have one director initially. The number of directors may be increased or diminished from time to time as provided in the Bylaws, but shall never be less than one. The name and address of the initial director of this Corporation is Frauke Hauk, Am Krankenhaus 5, 26427 Esens Germany.

RICHARD H. BREIT, ESQ.
FLORIDA BAR NO. 283436
3111 STIRLING ROAD
FORT LAUDERDALE, FL 33312
305-985-4111

H95000009702

H95000009702

H95000009702

ARTICLE VI
INCORPORATOR

The name and address of the incorporator of this Corporation is Richard H. Breit, Esq., 3111 Stirling Road, Fort Lauderdale, FL 33312.

ARTICLE VII
ADDRESS

The principal office and mailing address of the corporation is 3111 Stirling Road, Fort Lauderdale, FL 33312.

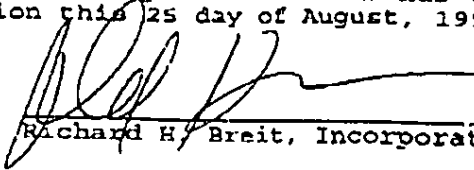
ARTICLE VIII
INDEMNIFICATION

This Corporation shall indemnify, defend, save and hold harmless and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

ARTICLE IX
PERPETUAL EXISTENCE

This Corporation shall have perpetual existence unless sooner dissolved as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 25 day of August, 1995.


Richard H. Breit, Incorporator

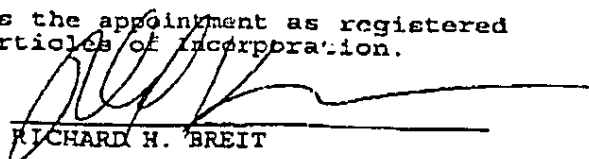
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 AUG 31 PM 4:26

FILED

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


RICHARD H. BREIT

P95000067652

July 16, 1996

900001897018
-07/17/96--01070--023
****215.00 ****215.00

REPLACEMENT FEE 1996

ANNUAL REPORT: THE OPTIMIZER
CORPORATION

DEBIT MEMO: # 7396-F

CHECK #: 1040