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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: THE OPTIMIZER CORPORATION

FAX AUDIT NUMBER: H95000009702
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(3)

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.

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

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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.

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Richard H. Breit, Incorporator

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

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July 16, 1996

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****215.00 ****215.00

REPLACEMENT FEE 1996

ANNUAL REPORT: THE OPTIMIZER CORPORATION

DEBIT MEMO: # 7396-F

CHECK #: 1040