

P95000068584

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____
 PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: INANIT, INC. No. 52003
 95 SEP -6 PM 2:09

	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
700001578007		
<input type="checkbox"/> Art. of Amend. File	-09/06/95--01036--012	
<input type="checkbox"/> Dissolution/Withdrawal	****122.50	****122.50
<input type="checkbox"/> C U S-		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Reinstatement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate KII		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s. _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone () _____		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () _____ pgs.		
SUBTOTALS _____		

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
 DATE _____
 TIME _____
 BY SKW CK No. _____

WALK-IN Will Pick Up 9-6 1:00

SEP - 6 1995

ARTICLES OF INCORPORATION

OF

IWANIT, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is **IWANIT, INC.**

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 6231 Mullin, Palm Beach Gardens, FL 33418.

ARTICLE III: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares having a par value of one cent (\$.01) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is John A. Darasz, 6231 Mullin, Palm Beach Gardens, FL 33418.

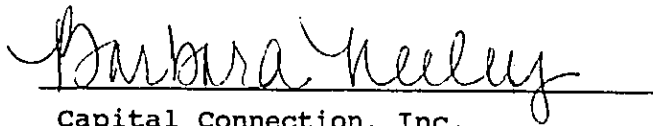
ARTICLE V: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The name and address of the member of the initial Board of Directors of the corporation is John Darasz, 6231 Mullin, Palm Beach Gardens, FL 33418.

The undersigned has executed these Articles of Incorporation this 6th day of September, 1995.

A handwritten signature in cursive script, reading "Barbara Neeley", is written over a horizontal line.

Capital Connection, Inc.

Barbara Neeley - President

Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

95 SEP -6 PM 2:09

WALL
GOLD

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the corporation is: LIANIT, INC.

2. The name and street address of the registered agent and office is: JOHN A. DARRASZ

6231 MULLIN

PALM BEACH GARDENS, FL

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.

John A. Darrasz

KOHL . METZGER . SPOTTS

PROFESSIONAL ASSOCIATION
OF ATTORNEYS

N. DEAN KOHL, JR.
KATHY A. METZGER
MICHAEL K. SPOTTS
WILLIAM R. PONSOLTO, JR.

407 223-9999
FAX 407 223-9008

MAILING ADDRESS:
P.O. Box 2722
STUART, FL 34995-2722

P95000068584

January 16, 1996

Corporate Records
Florida Department of State
P. O. Box 6327
Tallahassee, FL 32314

7000001698237
-01/19/96--01060--004
*****35.00 *****35.00

RE: Statement of Change of Registered Office/Agent
IWANTIT, Inc.

Dear Corporate Specialist:

Enclosed please find an original and one copy of the above referenced document for filing. Please return the copy to the undersigned as evidence of filing.

Our check in the amount of \$35.00 is enclosed as payment. Your prompt attention to this matter will be greatly appreciated.

Very truly yours,


Kathy A. Metzger

KAM/lfk
Enclosures

cc: John T. Metzger

SH 3/1
RA
Change

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 10:29



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 25, 1996

Kathy A. Metzger
Kohl Metzger Spotts
50 S.E. Kindred St.
Stuart, FL 34994

SUBJECT: IWANIT, INC.
Ref. Number: P95000068584

We have received your document for IWANIT, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 296A00003324

KOHL • METZGER • SPOTTS

**PROFESSIONAL ASSOCIATION
OF ATTORNEYS**

N. DEAN KOHL, JR.
KATHY A. METZGER
MICHAEL K. SPOTTS
WILLIAM R. PONDOLDT, JR.

50 SOUTHEAST KINDRED STREET
STUART, FLORIDA 34994

407 223-9909
FAX 407 223-9008

MAILING ADDRESS:
P.O. Box 2722
STUART, FL 34995-2722

January 29, 1996

Mr. Steven Harris
Corporate Specialist
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: IWANIT, INC.

Dear Mr. Harris:

Pursuant to your letter to me dated January 25, 1996, (a copy of which is enclosed) enclosed herewith is an original and one copy of a revised Statement of Change of Registered Office or Agent or Both for Corporations. Please file this document and make the appropriate change for the registered agent and office.

If you have any questions, or if there is anything further you require, please do not hesitate to contact me. Your attention hereto is appreciated.

Very truly yours,


Kathy A. Metzger

:tah

Enclosures

F:\wpdata\client\M16900\harris.tah

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

- 1a. The name of the corporation is: IWANIT, INC.
- 1b. Date of incorporation September 6, 1995 Document number P950000685484.
2. The name and address of the current registered agent and office:

John A. Darasz
6231 Mullin
Palm Beach Gardens, Florida 33418

3. The name and address of the new registered agent and office:

Kathy A. Metzger, Esquire
Kohl, Metzger, Spotts, P.A.
50 S.E. Kindred Street
Stuart, FL 34994

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JAN 31 AM 10:30

The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical.

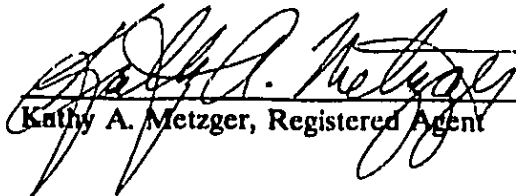
Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.



John T. Metzger, President

December 28, 1995

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.


Kathy A. Metzger, Registered Agent

December 28, 1995

P 95000068584
800-2-8-8
FILED



96 FEB 23 PM 2:58

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 857367 81314A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : February 23, 1996

ORDER TIME : 10:54 AM

ORDER NO. : 857367

CUSTOMER NO: 81314A

200001723142
-02/23/96--01030--004
*****35.00 *****35.00

CUSTOMER: Amy S. Caulk, Legal Asst
Kohl-metzger-spotts, P.A.
P. O. Box 2722

Stuart, FL 34995-2722

DOMESTIC AMENDMENT FILING

NAME: IWANIT, INC.

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

N. HENDRICKS FEB 23 1996

CONTACT PERSON: GWEN BUTLER

EXAMINER'S INITIALS: _____

RECEIVED
96 FEB 23 PM 12:15
DIVISION OF CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
IWANIT, INC.**

FILED
96 FEB 23 PM 2:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Article I of the Articles of Incorporation, after the amendment, shall be as set forth below:

ARTICLE I. NAME

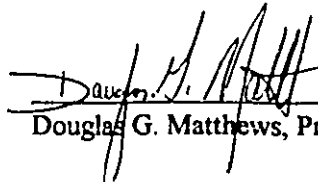
The name of the corporation shall be: OPTIMA MANAGEMENT, INC.

The address of the principal office of this corporation shall be 222 Lakeview Avenue, Suite 160-293, West Palm Beach, Florida 33401 and the mailing address of the corporation shall be the same.

SECOND: The date of each amendment's adoption is February 20, 1996.

THIRD: The amendments were adopted by the sole shareholder. The number of votes cast for the amendments were sufficient for approval.

Signed this 20th day of February, 1996.



Douglas G. Matthews, President