

P96000011188
M. TACHIBANA, C.P.A., P.A.

MEMBER - AMERICAN INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS • FLORIDA INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

January 9, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

000001691190
-01/17/96--01107--005
****122.50 ****122.50

Enclosed please find Articles of Incorporation for TOTAL IMAGE INTERNATIONAL, INC. and a check in the amount of \$ 122.50 for the filing of these articles. Please file these articles with an effective date of January 9, 1995

Please file these articles and return the certified copy to me at my office:

M. Tachibana, C.P.A., P.A.
1000 Quayside Terr. #1608
Miami Beach, Fl. 33138

FILED
65 JAN -9 AM 8:01
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

Sincerely,

M. Tachibana, C.P.A., P.A.

W-1691
Be 2/6



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

January 23, 1996

M. TACHIBANA, C.P.A., P.A.
1000 QUAYSIDE TERR. #1608
MIAMI BEACH, FL 33138

SUBJECT: TOTAL IMAGE INTERNATIONAL, INC.
Ref. Number: W96000001691

FILED
JAN-26 PM 5:01
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We have received your document for TOTAL IMAGE INTERNATIONAL, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6922.

Bobbie Eldridge
Senior Corporate Section Administrator

Letter Number: 896A00002878

TO MS BOBBIE ELDRIDGE:

PLEASE FIND THE ARTICLE OF INCORPORATION RESUBMITTED UNDER NEW NAME, "OPTIMA HEALTH, INC." THANK YOU FOR IMMEDIATE ATTENTION.

FILED
JAN - 9 AM 8:00
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
~~TOTAL-IMAGE-INTERNATIONAL, INC.~~ OPTIMA HEALTH, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

OPTIMA HEALTH, INC.

The name of this corporation is ~~Total-Image-International, Inc.~~
The mailing address of this corporation is 6820 Trouville Esplanade,
Miami Beach, Florida 33141.

ARTICLE II - PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the laws of Florida and the United States.

ARTICLE III - DURATION

This corporation shall have perpetual existence commencing on the date of execution and acknowledgement of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 500 shares of \$1.00 par value Common Stock which shall be designated "Common Shares".

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 6820 Trouville Esplanade, Miami Beach, Florida 33141 and the name of the initial registered agent of this corporation at this address is Francis E. Phelps III.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this corporation is:

Francis E. Phelps III
6820 Trouville Esplanade
Miami Beach, Florida 33141

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

Francis E. Phelps III
6820 Trouville Esplanade
Miami Beach, Florida 33141

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

In witness whereof, the undersigned subscribed have executed these Articles of Incorporation on 9th day of January, 1996.

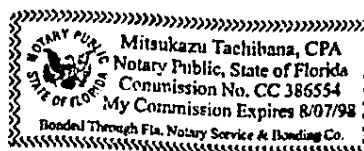

Francis E. Phelps III, Subscriber

State of Florida)
) ss
County of Dade)

Before me, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared Francis E. Phelps III known to me and known by me to be the person who executed the foregoing Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, on this 9TH day of January 1996.


Notary Public
State of Florida




CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 Florida Statutes,
the following is submitted in compliance with said Act:

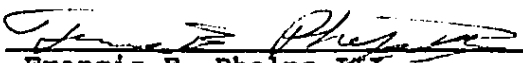
OPTIMA HEALTH, INC.

That ~~Total-Image-International, Inc.~~ desiring to
organize under the laws of the State of Florida with its principal
office as indicated in the Articles of Incorporation at the city of
Miami Beach, county of Dade, State of Florida, has named Francis E.
Phelps III located at 6820 Trouville Esplanade, Miami Beach, Florida
33141 as its agent to accept service of process within this state.


Francis E. Phelps III, President
9 January, 1996

ACKNOWLEDGEMENT:

Having been named to accept service of process
for the above stated corporation, at the place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.


Francis E. Phelps III
9 January, 1996

FILED
95 JAN -9 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA