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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 986197 81420A

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 122.50

ORDER DATE : June 13, 1996

ORDER TIME : 10:22 AM

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ORDER NO. : 986197

CUSTOMER NO: 81420A

CUSTOMER: Glen E. Chaney, Esq
HAYWORTH & CHANEY, P.A.

Suite 203
200 S. Harbor City Boulevard
Melbourne, FL 32901

DOMESTIC FILING

NAME: OPTIMUM CAPITAL MANAGEMENT,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Michelle Bailey

EXAMINER'S INITIALS:

af
6/13/96

RECEIVED
96 JUN 13 AM 11:22
DEPARTMENT OF REVENUE
96 JUN 13 PM 1:27
STATE OF FLORIDA
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
OPTIMUM CAPITAL MANAGEMENT, INC.**

FILED
SECRETARY OF STATE
OFFICE OF CORPORATIONS
96 JUL 13 PM 1:27

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida the following Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name and Principal Place of Business

The name of this Corporation (hereinafter "CORPORATION") shall be:

**Optimum Capital Management, Inc.
1279 Harbortown Circle
Melbourne, FL 32940**

ARTICLE II

Existence of Corporation

This corporation shall begin existence upon the filing of the Articles of Incorporation with the Secretary of State.

ARTICLE III

Purpose

The purpose of this CORPORATION is to engage in any lawful business for which corporations may be incorporated under the laws of the State of Florida.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this State.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officer or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

**ARTICLE IV
General Powers**

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporations, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Director Conflict of Interest

(a) No contract or other transaction between Corporation and one or more of its directors, or between Corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested in Corporation, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such relationship or interest is disclosed or known to the board of committee, and the board or committee authorizes, approves or ratifies such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If the fact that such common relationship or interest is disclosed to or known by the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE VI Capital Stock

(a) The total number of shares of capital stock the corporation is authorized to issue is 10,000 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE VII Registered Office and Registered Agent

The street address of the initial registered office of this corporation in the State of Florida shall be:

**Hayworth & Chaney, P.A.
200 S. Harbor City Blvd., Suite 203
Melbourne, FL 32901**

The name of the initial registered agent of this Corporation at that address shall be:

Hayworth & Chaney, P.A.

The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

**ARTICLE VIII
Board of Directors**

The initial Board of Directors of CORPORATION shall consist of one (1) member. The name and street address of this person who is to serve as the member thereof is as follows:

Name
Frederick P. Mussari, D.C.

Street Address
**1279 Harbortown Circle
Melbourne, FL 32940**

**ARTICLE IX
Incorporator**

The name and street address of the incorporator of this corporation is as follows:

Name
Glen E. Chaney, Esq.

Street Address
**200 S. Harbor City Blvd., Suite 203
Melbourne, Florida 32901**

**ARTICLE X
Amendment of Articles of Incorporation**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

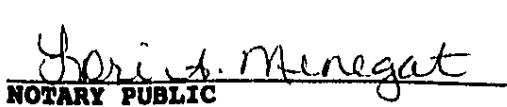
IN WITNESS WHEREOF, I, the undersigned have executed these Articles for the uses and purposes herein stated.


GLEN E. CHANEY
Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority on this 12th day of June, 1996, appeared, GLEN E. CHANEY to me well known to be the person described in and who executed the foregoing Articles of Incorporation as incorporator of CORPORATION for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of Melbourne, Brevard County, Florida this 12th day of June, 1996.


NOTARY PUBLIC

My Commission Expires:



LOHIA MENEGAT
My Commission CC365884
Expires Apr. 20, 1998
Bonded by HAI
800-422-1555

RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

96 JUN 18 PM 1:27

The undersigned having been designated as Registered Agent of Optimum Capital Management, Inc., with the registered office at 200 S. Harbor City Blvd., Suite 203, Melbourne, Florida 32901, hereby consents to and accepts said designation.

HAYWORTH & CHANEY, P. A.

BY:


GLEN E. CHANEY, VICE PRESIDENT
Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, this day personally appeared GLEN E. CHANEY, ESQUIRE, VICE PRESIDENT of HAYWORTH & CHANEY, P. A., to me well known to be the person described in and who executed the foregoing Acceptance of Registered Agent, and he did freely and voluntarily acknowledge before me according to law, that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Melbourne, Florida, on this 12th day of June, 1996.


NOTARY PUBLIC

My Commission Expires:

LORIA MENEGAT
My Commission CC365224
Expires Apr. 20, 1998
Bonded by HAI
800-422-1655

