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FRIEDMAN HEYDASCH, P.A.

NEW YORK • LAW • MIAMI • WASHINGTON

NICHOLAS H. FRIEDMAN, J.D.  
ADMITTED IN FLORIDA, AND ASSOCIATE MEMBER  
OF THE BAR OF THE FEDERAL REPUBLIC OF GERMANY

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ADMITTED IN FLORIDA AND NEW YORK  
OF COUNSEL:

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MARY B. FRIEDMAN, J.D.  
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BY THE FLORIDA BAR

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ADMITTED IN NEW YORK AND  
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NEW WORLD TOWER  
100 NORTH BISCAYNE BOULEVARD  
30TH FLOOR  
MIAMI, FLORIDA 33132

TELEPHONE (305) 308-8400  
TELEFAX (305) 377-0111

September 4, 1996

Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

3000001942913  
-09/10/96--01029--006  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

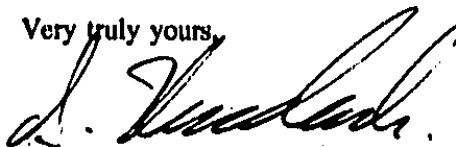
Re: Articles of Incorporation of MAYBE BABY BY OPTIX, INC.

Dear Sir or Madam:

Enclosed please find two copies of the above referenced Articles of Incorporation together with a check in the amount of \$70.00.

Please be so kind to return a stamped copy of the Articles back to us. I have enclosed a self-addressed, stamped envelope for your convenience.

Very truly yours,



AXEL HEYDASCH  
Attorney-at-law

MH:ms

Enclosures

th  
9-10-96

**ARTICLES OF INCORPORATION  
OF  
MAYBE BABY BY OPTIX, INC.**

96 SEP -2 PM 2:14  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be:

**MAYBE BABY BY OPTIX, INC.**

The address of the principal office of this corporation shall be 100 North Biscayne Boulevard, 30th Floor, Miami, Florida 33132.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the State of Florida or any other state, county, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is, 1,000,000 shares of common stock having \$1.00 per value share.

**ARTICLE IV. REGISTERED AGENT**

The Registered Agent will be attorney Axel Heydasch, 100 North Biscayne Boulevard, 30th Floor, New World Tower, Miami, Florida 33132.

**FRIEDMAN & HEYDASCH, P.A.**

NEW WORLD TOWER, 100 NORTH BISCAYNE BOULEVARD, 30TH FLOOR, MIAMI, FLORIDA 33132, TELEPHONE (305) 356-6400, TELEFAX (305) 377-0111

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. DIRECTORS**

The name(s) and address(es) of the initial Director(s) of this corporation who shall hold office for the first year until his/their successor(s) is/are chosen, shall be:

Dragan Deljanin  
Konrad Adenauer Ring 35  
65428 Rüsselsheim  
Germany

Zdenka Skrobic  
Konrad Adenauer Ring 35  
65428 Rüsselsheim  
Germany

#### **ARTICLE VII. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are duly elected or appointed are:

President/Treasurer:

Dragan Deljanin  
Konrad Adenauer Ring 35  
65428 Rüsselsheim  
Germany

Vice-President/Secretary:

Zdenka Skrobic  
Konrad Adenauer Ring 35  
65428 Rüsselsheim  
Germany

### **ARTICLE VIII. INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation:

Axel Heydasch  
Attorney at Law  
100 North Biscayne Blvd.  
30th Floor  
Miami, Florida 33132

### **ARTICLE IX. PREEMPTIVE RIGHTS**

The shares of the corporation shall be endowed with preemptive rights, entitling the shareholders thereof to purchase any additional new issues of stock in direct proportion to their ownership of existing stock.

### **ARTICLE X. INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The corporation does hereby indemnify each of the Officers and Directors for any of their conduct on behalf of or related to their duties as officers or directors of the corporation and holds them harmless for any acts on behalf of or in connection with their services for the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 4th day of September, 1996



Axel Heydasch  
Incorporator

**ACCEPTANCE OF REGISTERED AGENT AND DESIGNATED IN**  
**ARTICLES OF INCORPORATION**

FILED  
96 SEP -9 PM 2:14  
CLERK OF DISTRICT COURT  
MIAMI, FLORIDA

The undersigned, Axel Heydasch, a resident of Dade County, Florida, whose address is 100 North Biscayne Blvd., 30th Floor, New World Tower, Miami, Florida 33132, having been designated as the Resident Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Chapter 607 of the Florida Statutes.

  
Axel Heydasch

**FRIEDMAN & HEYDASCH, P.A.**

NEW WORLD TOWER, 100 NORTH BISCAYNE BOULEVARD, 30TH FLOOR, MIAMI, FLORIDA 33132, TELEPHONE (305) 358-8400, TELEFAX (305) 377-0111



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ACCOUNT NO. : 072100000032

REFERENCE : 499018 4301811

AUTHORIZATION : Patricia Pajich

COST LIMIT : \$ 35.00

ORDER DATE : August 15, 1997

ORDER TIME : 11:39 AM

ORDER NO. : 499018-005

CUSTOMER NO: 4301811

CUSTOMER: Frank Lewandoski, Legal Asst  
Phillips, Nizer, Benjamin,  
666 Fifth Avenue

300002270533--6

New York, NY 10103

DOMESTIC AMENDMENT FILING

NAME: MAYBE BABY BY OPTIX, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT  
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

FILED  
97 AUG 18 PM 3:55  
RECEIVED  
97 AUG 18 PM 1:20  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS  
TALLAHASSEE FLORIDA 32309-0001

8/18  
Amend

FILED

97 AUG 18 PM 3:55

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF**

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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MAYBE BABY BY OPTIX, INC.

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(PRESENT NAME)

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

**FIRST: Amendment(s) adopted: (Indicate article number(s) being amended, added or deleted)**

Articles III and IX are hereby amended and restated in their entirety as follows:

ARTICLE III. CAPITAL STOCK

The maximum number of shares that this corporation is authorized to have outstanding at any one time is 2,000,000 shares of common stock having \$.001 par value per share.

ARTICLE IX. PREEMPTIVE RIGHTS

The shares of the corporation shall not be endowed with any preemptive rights.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

NOT APPLICABLE

**THIRD:** The date of each amendment's adoption: August 14, 1997

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.  
*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were  
sufficient for approval by \_\_\_\_\_

voting group

☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 14th of August, 19 97.

Signature

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

DIETER PRANGE

Typed or printed name

PRESIDENT AND DIRECTOR

Title