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September 26, 1996

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporation
403 E. Gaines Street
PO Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

RE: TOWER OPTICAL CORPORATION

To Whom It May Concern:

Enclosed herewith please find an original and one photocopy of the Articles of Incorporation of Tower Optical Corporation. Also enclosed is our firm's check in the amount of \$122.50 which represents \$35.00 filing fee, \$52.50 certified copy fee, and \$35.00 designation.

If everything is in order, please file the Articles and return a certified copy to this office. Thanking you in advance.

Sincerely,

Jody L. Kear
Jody L. Kear
Secretary

FILED
96 SEP 27 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

:jlk

Enclosure

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**ARTICLES OF INCORPORATION
OF
TOWER OPTICAL CORPORATION**

FILED
96 SEP 27 AM 10:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 TOWER OPTICAL CORPORATION.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The principal office and mailing address of this corporation is 1215 Wallace Drive, Delray Beach, Florida 33444.

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue is Seven Thousand Five Hundred (7,500), which shares shall be common stock having a one dollar (\$1.00) par value.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 50 S.E. 4th Avenue, Delray Beach, Florida 33483, and the name of the initial registered agent of this corporation at that address is KEITH D. KERN, ESQ.

ARTICLE V - INCORPORATOR

The name and address of the incorporator of this corporation is:

LIEN THI NGUYEN
1275 Crystal Way, Apt. K
Delray Beach, FL 33483

ARTICLE VI - PURPOSE

This corporation is organized for the purpose of engaging in the manufacturing of optical components for industry and research, or in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

The name and address of the initial Board of Directors and Officers of this corporation, who shall serve until the first annual meeting of shareholders, or until their successors shall have been

elected and qualified, are as follows:

Lac Hong Nguyen
1275 Crystal Way, Apt. K
Delray Beach, FL 33483

Lien Thi Nguyen
1275 Crystal Way, Apt. K
Delray Beach, FL 33483

ARTICLE VIII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors.

ARTICLE IX - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE X - INDEMNIFICATION

This corporation may be empowered to indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI - AMENDMENT

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

ARTICLE XII - INFORMAL ACTION

If all of the directors or shareholders severally or collectively consent in writing to any action taken or to be taken by this corporation, and the writings evidencing their consent are filed with the Secretary of this corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors or shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of September, 1996.



LIEN THI NGUYEN

Having been named as registered agent for the above-named corporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my

duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes, this 26 day of September, 1996.



KEITH D. KERN
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA