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TRANSMITTAL LETTER

Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

FILED
OCT 14 PM 1:12
TALLAHASSEE, FLORIDA

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-10/15/96--01021--014
****122.50 ****122.50

SUBJECT: BIOPTICS INTERNATIONAL, INC.

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

___\$70.00 ___\$78.75 X \$122.50 ___\$131.25

FROM: NANCY J. OSET, ESQ.

308 N. Belcher Road

Clearwater, Florida 34625

(813) 447-3329

NOTE: Please provide the original and one copy of the Articles.

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F. CHESLER OCT 16 1996

**ARTICLES OF INCORPORATION
OF**

BIOPTICS INTERNATIONAL, INC.

These Articles of Incorporation are signed and delivered by the undersigned for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

BIOPTICS INTERNATIONAL, INC.

ARTICLE II. EXISTENCE

This corporation shall exist perpetually.

ARTICLE III. GENERAL PURPOSES

The general purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated pursuant to Chapter 607, Florida Statutes.

ARTICLE IV. CAPITAL STOCK

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

ARTICLE V. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2200 Tall Pines Blvd.
Suite 106
Largo, Florida 34641

ARTICLE VI. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial Registered Agent is:

Lawrence G. Gilbert, Sr.
2200 Tall Pines Blvd.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Suite 106
Largo, Florida 34641

ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Lawrence G. Gilbert, Sr.
2200 Tall Pines Blvd.
Suite 106
Largo, Florida 34641

ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

This corporation shall not have more than 35 shareholders nor shall it have directors. The business affairs of the corporation and all the corporate powers shall be managed and exercised under the direction and authority of the shareholders.

ARTICLE IX. BYLAWS

The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of OCTOBER 9th, 1996.


LAWRENCE G. GILBERT, SR., INCORPORATOR

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me on this 9 day of October, 1996, by LAWRENCE G. GILBERT, SR. who is personally known to me or who produced _____ as identification.


NANCY J. OSET
NOTARY PUBLIC

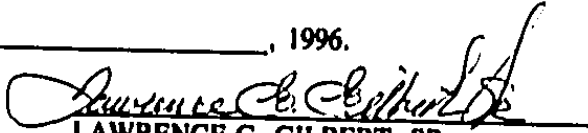


NANCY J. OSET
My Commission CC403488
Expires May. 14, 1998
Bonded by ANG
800-802-5678

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in the foregoing articles, 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.

Dated this 20th day of July, 1996.


LAWRENCE G. GILBERT, SR.
REGISTERED AGENT