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TRANSMITTAL LETTER

FILED  
OCT 14 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

100001973421--8  
-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        \$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.

296 475 22

**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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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

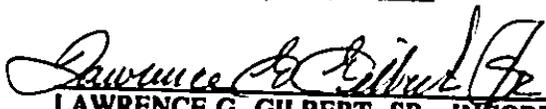
### ARTICLE VIII. MANAGEMENT BY SHAREHOLDERS

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

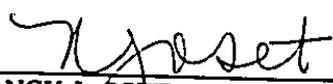
The By-Laws, agreements, resolutions, and consents of this corporation as adopted by the shareholders shall govern all matters pertaining to the corporation not otherwise set forth in these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9<sup>th</sup> day of OCTOBER 9<sup>th</sup>, 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

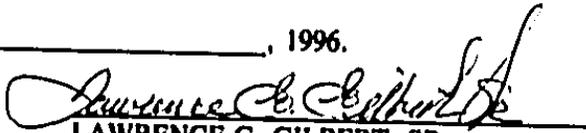


NANCY J OSET  
My Commission CC403488  
Expires May. 14, 1998  
Bonded by ANI  
800-802-5878

**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 22<sup>nd</sup> day of July, 1996.

  
LAWRENCE G. GILBERT, SR.  
REGISTERED AGENT