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DIVISION OF CORPORATIONS
95 DEC 12 PM 3:38

Harry R. Detwiler Jr.
Requestor's Name

542 E. Park Ave
Address

Tall. FL 32312 222-3314
City/State/Zip Phone #

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-12/12/96--01077--008
*****70.00 *****70.00
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Optisave, Inc (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

- Walk in Pick up time _____ Certified Copy
- Mail out Will wait Photocopy Certificate of Status

| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input checked="" type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Domestication |
| <input type="checkbox"/> | Other |

| AMENDMENTS | |
|--------------------------|--|
| <input type="checkbox"/> | Amendment |
| <input type="checkbox"/> | Resignation of R.A., Officer/ Director |
| <input type="checkbox"/> | Change of Registered Agent |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Merger |

| OTHER FILINGS | |
|--------------------------|------------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|-----------------------------|---------------------|
| <input type="checkbox"/> | Foreign |
| <input type="checkbox"/> | Limited Partnership |
| <input type="checkbox"/> | Reinstatement |
| <input type="checkbox"/> | Trademark |
| <input type="checkbox"/> | Other |

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Examiner's Initials

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ARTICLES OF INCORPORATION
OF
OPTISAVE, INC.

The undersigned, acting as incorporator of Optisave, Inc., under the Florida General Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME AND ADDRESS

The name of the corporation is:

OPTISAVE, INC.

The address of the initial principal office of the corporation is:

3726 Ravine Drive
Tallahassee, Florida 32312

ARTICLE II. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

ARTICLE III. PURPOSE

The general purpose or purposes for which the corporation is organized are as follows:

To transact any or all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE IV. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having a par value of one cent (\$.01) per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

ARTICLE V. PREEMPTIVE RIGHTS

Each holder of common stock of this corporation shall have the first right (subject to adjustments to avoid the issue of fractional shares) to purchase shares of common stock of this corporation that from time to time may be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio of the number of shares of common stock held at the time of the issue to the total number of shares of common stock outstanding. This right is waived by any holder of common stock who does not exercise it and pay for the stock preempted within thirty days of his receipt of a written notice from the corporation inviting him to exercise the right.

ARTICLE VI. RIGHT OF FIRST REFUSAL

In the event any shareholder wishes to sell his or her stock, he or she must first give the remaining shareholders a right of first refusal to purchase the stock. In the event more than one

shareholder wishes to purchase the offered stock they shall be entitled to purchase in the ratio of the number of shares of common stock held by the shareholders who wish to purchase to the total number of shares of common stock outstanding.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 542 East Park Avenue, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at that address is Harry R. Detwiler, Jr.

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The names and street addresses of the initial directors are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Karen D. Detwiler | 3726 Ravine Drive Tallahassee, FL 32312 |
| Leonard Faulkner | 3726 Ravine Drive Tallahassee, FL 32312 |

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Karen D. Detwiler | 3726 Ravine Drive Tallahassee, FL 32312 |

The incorporator of the corporation assigns to this corporation her rights under Florida Statutes to constitute a corporation, and she

assigns to those persons designated by the board of directors any rights she may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors. The initial bylaws shall be adopted by a majority of the initial board of directors identified here.

ARTICLE XI. AMENDMENTS


The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 11 day of December, 1996.


Kareh D. Detwiler

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 11th day of December, 1996, by Karen D. Detwiler, who is personally known to me/has produced _____ as identification.


Printed/typed Name: TERI D. CHOULAT
Notary Public-State of Florida
Commission Number: 00481749



TERI D. CHOULAT
MY COMMISSION # 00481749 EXPIRES
July 18, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the Registered Office/Registered Agent in the state of Florida.

The name of the corporation is:

OPTISAVE, INC.

The name and address of the Registered Agent is:

Harry R. Detwiler, Jr.
542 East Park Avenue
Tallahassee, Florida 32301

Having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, 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 10th of December, 1996.


Harry R. Detwiler, Jr.

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