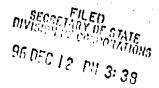
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CR2E031(1/95)

Examiner's Initials



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:

	-	_	_
- 1		т	

Address

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:

Name

Address

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 // day of December, 1996.

Kareh D. Detwiler

STATE OF FLORIDA COUNTY OF LEON

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

Printed/typed Name: TEXT D. CHecks.
Notary Public-State of Florida
Commission Number: CCY8,749

TERI D. CHOULAT

MY COMMISSION # CC461749 EXPINES
July 18, 1999
800000 THUU TROY FAM BRUNANCE, SEC.

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 10^{+h} of December, 1996.

Harry R. Detwiler, Jr.

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