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HARPER, KYNES

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CONTACT: JACK J GELLER
PHONE: (813)799-4840

ACCT#: 070651000745

FAX #: (813)797-8206

NAME: TEI OPTICAL, INC.

AUDIT NUMBER.....H97000006954

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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ARTICLES OF INCORPORATION
OF
TEI OPTICAL, INC.

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TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

TEI Optical, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 5413 U.S. Highway 19 North, New Port Richey, Florida 34652.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 per value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares which the shareholder holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting the shareholder to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 5413 U.S. Highway 19 North, New Port Richey, Florida 34652, and the name of the initial registered agent of the

THIS INSTRUMENT PREPARED BY:
JACK J. GELLER, Attorney
2560 Gulf To Bay Boulevard
Suite 300
Clearwater, Florida 34625
813 - 799-4840
Florida Bar No. 243981

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corporation at that address is: J. Matthew Hunter. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

ARTICLE V - DIRECTORS

The corporation shall have no less than one director nor more than nine (9). The number may be increased or decreased as may be authorized by the Bylaws of this corporation. The number of directors constituting the initial Board of Directors shall be three (3).

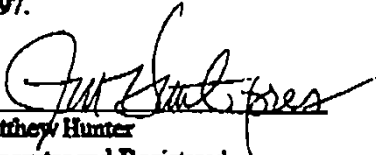
ARTICLE VI - INITIAL INCORPORATOR

Incorporators

J. Matthew Hunter

Address5413 U.S. Highway 19 North
New Port Richey, FL 34652

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for TEI Optical, Inc. and acknowledge the same under the laws of the State of Florida, this 24 day of April, 1997.


J. Matthew Hunter
Incorporator and Registered
Agent

WJH

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