

P980000017298

THE CLAYTON LAW FIRM, P.A.

1800 Second Street, Suite 880
Sarasota, Florida 34236

W. Andrew Clayton, Jr.
(Also Admitted in N.J. & N.Y.)
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Civil Litigation
Business Disputes
Securities Arbitration

March 5, 1999

Via Federal Express

Division of Corporations
409 East Gains Street
Tallahassee, FL 32399

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-03/08/99-01141-016
*****35.00 *****35.00

ATTN: New Filing Section

Re: Light Technology, Inc.

To Whom it May Concern,

Enclosed you will find an original and one copy of the Amended and Restated Articles of Incorporation of Light Technology, Inc. as well as a check in the amount of \$35.00. Please file the Amended and Restated Articles of Incorporation and return a certified copy of same in the enclosed self-addressed stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Tiffanie Remillard, Certified Legal Assistant for
W. ANDREW CLAYTON, JR.

FILED
99 MAR 25 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WAC/tr
Enclosures

Amend. & Restate
3-29-99
CC



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 9, 1999

THE CLAYTON LAW FIRM, P.A.
1800 SECOND ST., STE. 880
SARASOTA, FL 34236

SUBJECT: LIGHT TECHNOLOGY, INC.
Ref. Number: P98000017298

We have received your document for LIGHT TECHNOLOGY, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please have only one address showing in article VI for the new registered agent and remove the word initial when mentioning the new registered agent.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 299A00011019

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Civil Litigation
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March 24, 1999

Ms. Cheryl Coulliette
Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, Florida 32314

Re: LIGHT TECHNOLOGY, INC.
Your Ref. #: P98000017298
Your Letter #: 299A00011019

Dear Ms. Coulliette:

Kindly file the enclosed original and copy of Amended and Restated Articles of Incorporation for Light Technology, Inc. which have been revised in accordance with the directions in your March 9, 1999 letter, copy enclosed herewith for your convenience, and forward a certified copy of the Articles to my office in the self-addressed stamped envelope provided. Your fee of \$35 was forwarded along with our letter and the original articles on March 5, 1999 and was retained by your office.

If you have any questions or require any additional information, please feel free to contact my office.
Thank you.

Very truly yours,


W. Andrew Clayton, Jr.

:m
enc.
cc: Ervin J. Rachwal

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
LIGHT TECHNOLOGY, INC.**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Amended and Restated Articles of Incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is Light Technology, Inc.

ARTICLE II

The existence of the Corporation shall begin effective February 23, 1998.

ARTICLE III

The Corporation may engage in any lawful business.

ARTICLE IV

The street address of the principal office of the Corporation is 438 Interstate Court, Sarasota, Florida 34240.

ARTICLE V

The maximum number of shares this Corporation is authorized to issue at any one time is ten million (10,000,000), all of which shall be Common Shares with a par value of \$.01 per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE VI

The registered agent for the Corporation is W. Andrew Clayton, Jr., The Clayton Law Firm, P.A., 1800 Second Street, Suite 880, Sarasota, Florida 34236.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The board of directors shall consist of one member. The names and address of the person who will serve on the board of directors is Ervin J. Rachwal, whose address is the same as that of the Corporation's registered office, described above.

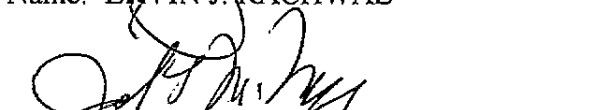
ARTICLE VIII

The names and street addresses of the person signing these amended and restated articles of incorporation is Ervin J. Rachwal and John L. McNally, whose addresses are the same as that of the Corporation's registered office, described above.

ARTICLE IX

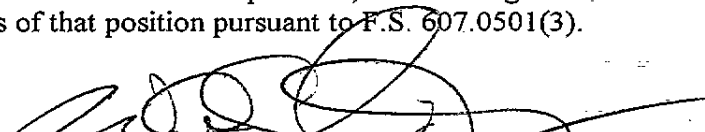
The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation as of the 27th day of January, 1999.


Name: ERVIN J. RACHWAL
Name: JOHN L. MCNALLY

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Light Technology, Inc. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).


Name: W. ANDREW CLAYTON, JR.

Dated as of January 27, 1999.