

P98000067072



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 906357 7160599

AUTHORIZATION : Patricia Piguth

COST LIMIT : \$ 70.00

ORDER DATE : July 27, 1998

ORDER TIME : 2:53 PM

ORDER NO. : 906357-005

CUSTOMER NO: 7160599

CUSTOMER: Mr. David Mittelman
MR. LAWRENCE M. GOODMAN, CPA

6000002603416--9

Suite 1
7 Bala Avenue
Bala Cynwyd, PA 19004

DOMESTIC FILING

NAME: HGDM OPTICS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 8:55

RECEIVED
98 JUL 30 PM 4:08
DIVISION OF CORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 8:55

ARTICLES OF INCORPORATION

OF

HGDM OPTICS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

HGDM OPTICS, INC.

The address of the principal office of this corporation shall be 7 Bala Avenue, Suite 1, Bala Cynwyd, Pennsylvania 19004, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. 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 no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

David Mittleman	2735 Meadowlark Lane
Dir.	West Palm Beach, Florida 33409

Hugh Glatts	2735 Meadowlark Lane
Dir.	West Palm Beach, Florida 33409

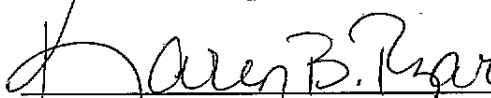
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 30 AM 8:55

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to
these Articles of Incorporation:

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

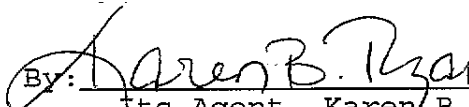
The undersigned incorporator has executed these
Articles of Incorporation on July 30, 1998.



Its Agent, Karen B. Rozar
Incorporator

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware
corporation authorized to transact business in this
State, having a business office identical with the
registered office of the corporation named above, and
having been designated as the Registered Agent in the
above and foregoing Articles, is familiar with and
accepts the obligations of the position of Registered
Agent under Section 607.0505, Florida Statutes.

By: 

Its Agent, Karen B. Rozar
Authorized Service Representative
Corporation Service Company

THA/BSP