

TRANSMITTAL LETTER

P98000068786

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: ULTIMATE OPTICAL, INC.
(Proposed corporate name - must include suffix)

000002605940-2
-08/03/98-01113-010-2
****131.25 ****131.25

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: Marla I. Berman, General Counsel

Name (printed or typed)
OHS, Inc.

5775 Blue Lagoon Drive, Suite 400
Address

Miami, Florida 33126
City, State & Zip

(305) 269-2265
Daytime Telephone number

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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FILED

NOTE: Please provide the original and one copy of the articles.

CPB
8-6-98
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**ARTICLES OF INCORPORATION
OF
ULTIMATE OPTICAL, INC.**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME

The name of this Corporation is:

ULTIMATE OPTICAL, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of common stock having a par value of \$.001 per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

STANLEY I. SHAPIRO
5775 Blue Lagoon Drive
Suite 400
Miami, Florida 33126

The Board of Directors may, from time to time, move the Registered Office to any other address in the State of Florida.

ARTICLE VI. CORPORATE OFFICE

The street address of the initial principal corporate office of this Corporation in the State of Florida shall be:

5775 Blue Lagoon Drive
Suite 400
Miami, Florida 33126

The Board of Directors may, from time to time, move the principal corporate office to any other address.

ARTICLE VII. BOARD OF DIRECTORS

This Corporation shall have six (6) directors initially. The number of directors may be increased or diminished from time to time by amendment to the by-laws, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS

The names of the initial directors of this Corporation and their street addresses are:

Robert G. Breier
2800 Ponce de Leon Blvd. Suite 1125
Coral Gables, FL 33134-6912

Michael A. Gorman
50 Kennedy Plaza
Providence, Road Island 02903

Scott F. Hilinski
50 Kennedy Plaza
Providence, Road Island 02903

Howard Levine
5775 Blue Lagoon Drive, Suite 400
Miami, FL 33126

Stanley I. Shapiro
5775 Blue Lagoon Drive, Suite 400
Miami, FL 33126

Henry C. Tie Shue
5775 Blue Lagoon Drive, Suite 400
Miami, FL 33126

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

OHS, Inc.
5775 Blue Lagoon Drive
Suite 400
Miami, Florida 33126

ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Upon the issuance of shares, every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Article of Incorporation as of the 28th day of July, 1999.

OHS, INC.

By: _____

Stanley I. Shapiro, President & CEO

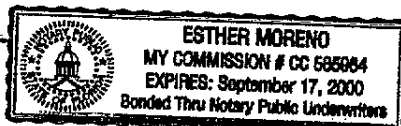
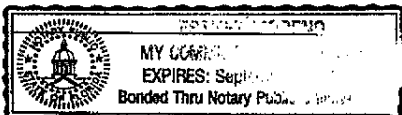
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared Stanley I. Shapiro, to me known to be the President and CEO of OHS, Inc. described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal at Miami-Dade County, Florida this 28th day of July, 1999.

My commission expires:

Esther Moreno
Notary Public
State of Florida
At Large



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapters 48.091 and 607.034, Florida Statutes, the following is submitted, in compliance with said Statutes:

That ULTIMATE OPTICAL, INC., desiring to organize under the laws of the State of Florida, with its initial registered office at 5775 Blue Lagoon Drive, Suite 400, City of Miami, County of Miami-Dade, State of Florida, appoints Stanley I. Shapiro, 5775 Blue Lagoon Drive, Suite 400, Miami, Florida 33126, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Statutes relative to keeping open said office.

By: 

Stanley I. Shapiro

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TALLAHASSEE, FLORIDA