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VIA FEDERAL EXPRESS

January 19, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: MEDIOPTIC, INC.

500002748575--9
-01/20/99--01094--006
122.50 **78.75

Dear Sir or Madam:

Enclosed please find the articles of incorporation for the above corporation along with a check to cover your fee.

Please return the certified copy of the articles upon acceptance and filing.

Your prompt attention is greatly appreciated.

Very truly yours,



Kenneth S. Dobkin

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
MEDIOPTIC, INC.

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE 1:NAME

The name of the corporation shall be MEDIOPTIC, INC.

ARTICLE II:PRINCIPAL OFFICE

The principal place of business and mailing address shall be 2640 S. University Dr. Suite 320, Davie, Florida 33328.

ARTICLE III:CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE IV: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is SEAN McSWEENEY at 2640 S. University Dr., Suite 320, Davie, Florida 33328.

ARTICLE V; INCORPORATOR


The name and address of the incorporator to these articles of incorporation is Sean McSweeney, at 2640 S. University Dr. Suite 320, Davie, FL 33328.

ARTICLE VI: OFFICERS/DIRECTORS

The name and address of each officer and director of the corporation is:

President and Director: Sean McSweeney; 2640 S. University Dr. Suite 320, Davie, FL 33328.

The undersigned has executed these articles of incorporation this 14 day of January, 1999.


SEAN MCSWEENEY

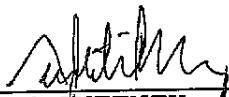
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the Corporation is MEDIOPTIC, INC.

2. The name and address of the registered agent and office is Sean McSweeney, 2640 S. University Dr., Suite 320, Davie, Florida 33328.

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.



SEAN MCSWEENEY
January 14, 1999

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