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Florida Department of State  
Division of Corporations  
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## To:

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Fax Number : (850) 922-4001

## From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
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## FLORIDA PROFIT CORPORATION OR P.A.

## MICROVISION OPTICAL OF FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION OF  
MICROVISION OPTICAL OF FLORIDA, INC.**

We, Herbert Morris and Bernard Lifschutz, the undersigned incorporators of this corporation under Section 607.194, Florida Statutes, as amended, do hereby form this corporation and adopt the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of this corporation is **MICROVISION OPTICAL OF FLORIDA, INC.**

**ARTICLE II**

**PURPOSE AND NATURE OF BUSINESS**

The purpose of this corporation and general nature of the business to be conducted is to do any business, activity, or endeavor which is lawful in the State of Florida.

**ARTICLE III**

**DURATION OF CORPORATION**

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

**ARTICLE IV**

**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of no par value stock.

**ARTICLE V**

**INITIAL CAPITAL CONTRIBUTION**

The amount of capital with which this corporation shall begin business shall not be less than One Thousand (\$1,000.00) and 00/100 Dollars.

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**ARTICLE VI**

**SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation and the number of shares each has elected to take are as follows:

<b><u>SUBSCRIBER</u></b>	<b><u>ADDRESS</u></b>	<b><u>NO. OF SHARES</u></b>
Herbert Morris	9036 Villa Portofino Circle Boca Raton, Florida 33496	50
Bernard Lifschutz	5319 Flamingo Court Coconut Creek, Florida 33073	50

**ARTICLE VII**

**DIRECTORS**

The initial number of directors of this corporation shall be two (2). The number of directors may either be increased or decreased from time to time by vote of the stockholders in conformity with the By-Laws of the corporation, but shall never be less than one (1).

**ARTICLE VIII**

**INITIAL BOARD OF DIRECTORS**

The name and address of the members of the initial Board of Directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and the Corporation Laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successors

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are elected and qualified, are:

<u>NAME</u>	<u>ADDRESS</u>
Herbert Morris	9036 Villa Portofino Circle Boca Raton, Florida 33496
Bernard Lifschutz	5319 Flamingo Court Coconut Creek, Florida 33073

#### ARTICLE IX

##### VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE X

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE XI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 5319 Flamingo Court, Coconut Creek, FL 33073, and the name of the initial Registered Agent of this corporation is Herbert Morris whose address is 9036 Villa Portofino Circle, Boca Raton, Florida 33496

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**ARTICLE XII**

**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XIII**

**ADDITIONAL RIGHTS AND POWERS**

The corporation shall have the further right and power to:

A. From the time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of this corporation (other than the stock book) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless authorized by a resolution of the stockholders or Board of Directors.

B. The corporation may, in its By-Laws, confer powers upon its Board of Directors or officers, in addition to the foregoing and in addition to the powers authorized and expressly conferred by statute.

C. Both stockholders and directors shall have power, if the By-Laws so provide, to hold their respective meetings, and to have one or more offices within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the statutes of the State of Florida) outside the State of Florida, at such places as may from time to time be designated by the Board of Directors.


D. The corporation reserves the right to amend, alter, change or repeal any provision

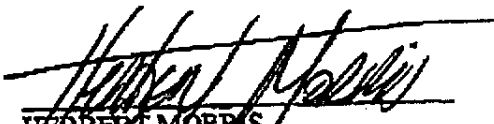
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contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute,  
and all rights conferred upon stockholders herein are granted subject to this reservation.

DATED this 9 day of July, 1999.

  
BERNARD LIFSCHUTZ  
5319 Flamingo Court  
Coconut Creek, FL 33073  
Telephone: (954) 570-9944  
Telecopier: (954) 570-9946

  
HERBERT MORRIS  
9036 Villa Portofino Circle  
Boca Raton, Florida 33496  
Telephone: (561) 488-4447  
Telecopier: (561) 482-7517

STATE OF FLORIDA     )  
                                  ) SS  
COUNTY OF BROWARD    )

The foregoing instrument was acknowledged before me this 9 day of July, 1999, by  
Herbert Morris and Bernard Lifschutz, who personally appeared before me at the time of  
notarization, and who are personally known to me or produced identification in the form of  
N/A and who did take an oath.



Melody Donovan  
MY COMMISSION # 0024460 EXPIRES  
January 22, 2000  
BONDED THIRD TRUST FIDELITY INSURANCE, INC.

NOTARY PUBLIC

sign  
name:

print MELODY DONOVAN  
State of Florida at Large  
(Seal)  
My Commission Expires:

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 TALAHASSEE, FLORIDA

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

IN COMPLIANCE WITH Section 48.091, FLORIDA STATUTES, THE FOLLOWING  
 IS SUBMITTED:

FIRST, that Herbert Morris and Bernard Lifschutz desire to organize or qualify under the laws of the State of Florida with its principal place of business in the State of Florida, have named, as its agent Herbert Morris whose address is 9036 Villa Portofino, Boca Raton, 33496 to accept service of process within Florida.

Signature:

*Herbert Morris*  
 HERBERT MORRIS

Signature:

*Bernard Lifschutz*  
 BERNARD LIFSCHUTZ

DATED this 9 day of July, 1999.

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 I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature:

*Herbert Morris*  
 HERBERT MORRIS, Registered Agent

DATED this 9 day of July, 1999.

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