

LAW OFFICE OF  
PHILIP A. THARP

SUITE 150  
612 EAST COLONIAL DRIVE  
ORLANDO, FLORIDA 32803

*Board Certified in Taxation*  
TELEPHONE: (407) 849-1054  
TELECOPIER: (407) 849-1405

*August 4, 1999*  
**VIA FEDERAL EXPRESS**

Office of the Secretary of State  
State of Florida  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

500002951075--2  
-08/05/99--01035--014  
\*\*\*\*122.50 \*\*\*\*\*78.75

**EFFECTIVE DATE**

Re: O.P.T.I.M.A.L. RESOLUTIONS, INC.

Gentlemen:

Enclosed for filing are an original and one executed copy of the Articles of Incorporation for the above-named corporation which need to be filed as soon as possible. Also enclosed is my firm check in the amount of \$122.50 representing \$35.00 filing fee, \$52.50 for certified copy and \$35.00 for designation of resident agent. After the Articles have been filed, please certify the enclosed copy and return it to me at the above address.

Please note that the date of commencement of existence of the corporation is August 4, 1999.

Thank you for your assistance in this matter.

Very truly yours,

*[Signature]*  
Philip A. Tharp

PAT:jcb

enclosures

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**FILED**  
99 AUG -5 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
O.P.T.I.M.A.L. RESOLUTIONS, INC.

FILED  
99 AUG -5 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

THE UNDERSIGNED, for the purpose of forming a corporation for profit pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

ARTICLE I

NAME

The name of the Corporation is O.P.T.I.M.A.L. RESOLUTIONS, INC.

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office and the mailing address of this Corporation is 612 E. Colonial Drive, Suite 150, Orlando, FL 32803.

EFFECTIVE DATE

ARTICLE III

DURATION

This Corporation shall have perpetual existence commencing on the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE IV

PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V  
CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation is 612 E. Colonial Drive, Suite 150, Orlando, FL 32803, and the name of the initial registered agent of this Corporation at such address is PHILIP A. THARP.

ARTICLE VII  
INITIAL DIRECTOR

This Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in the manner provided in the bylaws, but shall never be less than one. The name and address of the initial director of the Corporation are as follows:

PHILIP A. THARP  
612 E. Colonial Drive, Suite 150  
Orlando, FL 32803

ARTICLE VIII  
INCORPORATOR

The name and address of the Corporation's incorporator are as follows:

PHILIP A. THARP  
612 E. Colonial Drive, Suite 150  
Orlando, FL 32803

ARTICLE IX  
INDEMNIFICATION

The Corporation shall indemnify its officers, directors and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida Law existing now or hereinafter enacted.

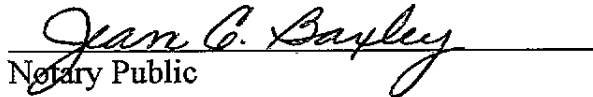
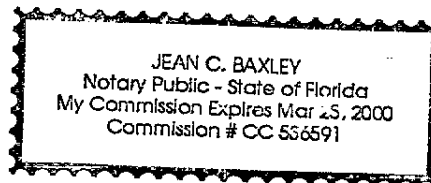
IN WITNESS WHEREOF, I have subscribed my name this 4th day of August, 1999.



\_\_\_\_\_  
PHILIP A. THARP, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing Articles of Incorporation were acknowledged before me by PHILIP A. THARP who is personally known to me or who produced a current Florida driver's license as identification this 4th day of August, 1999.

  
Notary Public

ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, 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.



PHILIP A. THARP  
Resident Agent

Date: August 4, 1999

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**FILED**  
99 AUG -5 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA