



THE UNITED STATES
CORPORATION
COMPANY

A98000001665

ACCOUNT NO. : 072100000032

REFERENCE : 885527 4331939

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 140.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL -9 PM 2:44

ORDER DATE : July 9, 1998

ORDER TIME : 11:33 AM

ORDER NO. : 885527-015

CUSTOMER NO: 4331939

CUSTOMER: Kristy Hair, Legal Assistant
GREENBERG TRAUIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P.A.
515 East Las Olas Boulevard
Suite 1500
Fort Lauderdale, FL 33301

000002584360--8

DOMESTIC FILING

NAME: DIVISION INTERNATIONAL
HOLDINGS, LTD.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS

RECEIVED
98 JUL -9 PM 12:05
DIVISION OF CORPORATIONS

7/9/98

**CERTIFICATE OF LIMITED PARTNERSHIP
OF
IVISION INTERNATIONAL HOLDINGS, LTD.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Pursuant to the provisions of the Florida Revised Uniform Limited Partnership Act (1986) and Section 620.108 of the Florida Statutes, the undersigned, being the sole General Partner of **IVISION INTERNATIONAL HOLDINGS, LTD.**, hereby duly executes and files with the Florida Secretary of State this Certificate of Limited Partnership.

1. The name of the limited partnership is **IVISION INTERNATIONAL HOLDINGS, LTD.**

2. The business address and the mailing address of the limited partnership is 701 West Cypress Creek Road, Suite 200, Fort Lauderdale, Florida 33309.

3. The name of the registered agent for service of process required by Section 620.105 of the Florida Statutes is:

Corporation Service Company

4. The Florida street address for the registered agent is:

1201 Hays Street
Tallahassee, Florida 32301

5. Acceptance of Appointment of Registered Agent:

Having been named the statutory registered agent of **IVISION INTERNATIONAL HOLDINGS, LTD.**, at the place designated in this Certificate of Limited Partnership of **IVISION INTERNATIONAL HOLDINGS, LTD.**, I hereby accept such designation and confirm that I am familiar with and agree to accept the obligations imposed by Chapter 620.192 of the Florida Statutes and I agree to comply with the provisions of Florida Law relative to keeping the registered office open.

CORPORATION SERVICE COMPANY
Registered Agent

By: Aren B. Bai

Dated: 7/9/, 1998

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DIVISION OF CORPORATIONS
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6. The name and business address of the general partner is as follows:

Preferred Vision Care, Inc.
701 West Cypress Creek Road
Suite 200
Fort Lauderdale, Florida 33309

P96000003520

7. The latest date on which the limited partnership is to dissolve is December 31, 2050.

IN WITNESS WHEREOF, the sole General Partner has executed the foregoing Certificate of Limited Partnership on this 30th day of JUNE, 1998 in accordance with Section 620.114 of the Florida Statutes.

PREFERRED VISION CARE, INC., a Florida corporation, General Partner

By: [Signature]
Joseph P. Antal, President

STATE OF FLORIDA)

COUNTY OF BROWARD)

SS:)

The foregoing instrument was acknowledged before me this 30 day of JUNE, 1998, by Joseph P. Antal as President of Preferred Vision Care, Inc., a Florida corporation, on behalf of the corporation. He personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: Zaida B. Rogers
Print Name: ZAIDA B. ROGERS
Notary Public, State of FLORIDA
My commission expires: May 6, 1999

AFFIDAVIT

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
98 JUL -9 2:44

BEFORE ME, the undersigned, constituting the sole general partner of **IVISION INTERNATIONAL HOLDINGS, LTD.**, a Florida limited partnership, certifies as follows:

1. The initial Limited Partner of IVISION INTERNATIONAL HOLDINGS, LTD. has contributed property valued at \$1,000 to the Partnership as its initial capital contribution.

2. The initial Limited Partner anticipates making additional capital contributions to the Partnership in an amount yet to be determined. A Supplemental Affidavit will be filed when additional Limited Partner contributions are made.

FURTHER AFFIANT SAYETH NAUGHT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true to the best of my knowledge and belief.

PREFERRED VISION CARE, INC., a Florida corporation, General Partner

By: _____

Joseph P. Antal, President

STATE OF FLORIDA)

COUNTY OF BROWARD)

SS: _____

The foregoing instrument was acknowledged before me this 30 day of JUNE, 1998, by Joseph P. Antal as President of Preferred Vision Care, Inc., a Florida corporation, on behalf of the corporation. He personally appeared before me, is personally known to me or produced N/A as identification, and [did] [did not] take an oath.

[NOTARIAL SEAL]

Notary: _____

Print Name: _____

Notary Public, State of _____

My commission expires: _____