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Feb 17 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # M35245 (3)

1. Corporation Name
LENS EXPRESS, INC.



Principal Place of Business: 350 S.W. 12TH AVE. DEERFIELD BEACH FL 33442
Mailing Address: 350 S.W. 12TH AVE. DEERFIELD BEACH FL 33442-3106

3. Date Incorporated or Qualified: 07/16/1986
3a. Date of Last Report: 02/20/1996
4. FEI Number: 59-2716440
5. Certificate of Status Desired: \$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution: \$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes: Yes No

2. Principal Place of Business
2a. Mailing Address
21. Suite, Apt. #, etc.
26. Suite, Apt. #, etc.
22. City & State
27. City & State
23. Zip
28. Zip
24. Country
25. Country
29. Country
30. Country

9. Name and Address of Current Registered Agent
NRAI SERVICES, INC.
526 EAST PARK AVE.
TALLAHASSEE FL 32301

10. Name and Address of New Registered Agent
81. Name
82. Street Address (P.O. Box Number is Not Acceptable)
83.
84. City
85. Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE: _____

12. OFFICERS AND DIRECTORS

TITLE	P	<input type="checkbox"/> DELETE
NAME	O'NEILL	
STREET ADDRESS	2760 NE 52ND ST.	
CITY-ST-ZIP	LIGHTHOUSE PT. FL	
TITLE	STM	<input type="checkbox"/> DELETE
NAME	AKDAG, MENDERES	
STREET ADDRESS	298 NE 6TH ST.	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	OMBRES, RICHARD MD	
STREET ADDRESS	1000 N OLIVE AVENUE	
CITY-ST-ZIP	W PALM BEACH FL	
TITLE	C	<input checked="" type="checkbox"/> DELETE
NAME	GOLAN, MORDECHAI	
STREET ADDRESS	7792 TRAVELERS TREE DR.	
CITY-ST-ZIP	BOCA RATON FL	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	YESIL, MUSTAFA	
STREET ADDRESS	7-8 KISIM A-30-A DAIRE 24 ATAKAY	
CITY-ST-ZIP	ISTANBUL TU	
TITLE	D	<input checked="" type="checkbox"/> DELETE
NAME	KIZANLUKI, HUSEYIN	
STREET ADDRESS	7-8 KISIM A-30-A DAIRE 24 ATAKAY	
CITY-ST-ZIP	ISTANBUL TU	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	VP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME		
1.3 STREET ADDRESS		
1.4 CITY-ST-ZIP		
2.1 TITLE	P	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME		
2.3 STREET ADDRESS		
2.4 CITY-ST-ZIP		
3.1 TITLE	D	<input checked="" type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
3.2 NAME	JEFFERY A. BERNFELD	
3.3 STREET ADDRESS	AMERICAN SCIENCE ENGINEERING, INC.	
3.4 CITY-ST-ZIP	829 MIDDLESEX TURNPIKE BILLERICA, MA 01821	
4.1 TITLE	CEO	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
4.2 NAME	D. VERNE SHARMA	
4.3 STREET ADDRESS	54 AMANDA ROAD	
4.4 CITY-ST-ZIP	SUDBURY, MA 01776	
5.1 TITLE	D	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
5.2 NAME	RICHARD MILLER	
5.3 STREET ADDRESS	255 CLINTON ROAD	
5.4 CITY-ST-ZIP	BROOKLINE, MA 02146	
6.1 TITLE	T	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
6.2 NAME	RAJIV BHATT	
6.3 STREET ADDRESS	80 PARK STREET PENTHOUSE	
6.4 CITY-ST-ZIP	BROOKLINE, MA 02146	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(4), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: _____ DATE: 02-11-97 DAYTIME PHONE #: 954-421-5800

CR2E034 (9/96)