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RICHARD BERNSTEIN
OF COUNSEL

November 11, 1997

Division of Corporations
State of Florida
P. O. Box 6327
Tallahassee, FL 32314

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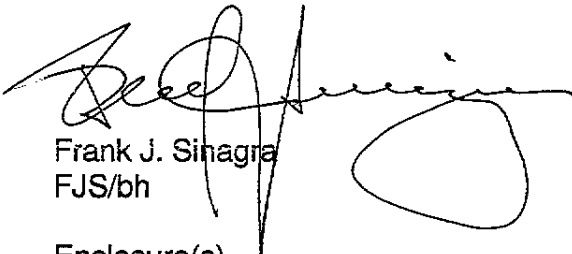
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Re: Eye-Q Services, Inc.

To Whom It May Concern:

I am enclosing Articles of Incorporation for filing with your office to form a corporation under the name of Eye-Q Services, Inc. I am also enclosing our check in the amount of \$122.50 to cover the filing fee. Please provide us with a certified copy of the Articles of Incorporation in the enclosed self addressed stamped envelope. If you need anything further or have any questions please feel free to give me a call.

Very truly yours,



Frank J. Sinagra
FJS/bh

Enclosure(s)

forms\formcorp.ltr

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97 NOV 17 AM 9:59
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

B2
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ARTICLES OF INCORPORATION

OF

EYE-Q SERVICES, INC.

ARTICLE I
NAME

The name of this corporation is EYE-Q SERVICES, INC. with its principal office located at 1001 SW 93rd Terrace, Plantation, FL 33324.

ARTICLE II
DURATION

This corporation shall exist in perpetuity.

ARTICLE III
PURPOSE

This corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV
CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock which shall be designated "Common Shares".

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of this corporation is Suite 1900, One Financial Plaza, Fort Lauderdale, Florida 33394 and the name of the initial registered agent of this corporation at that address is: Frank J. Sinagra, Esquire.

ARTICLE VI
INITIAL BOARD OF DIRECTORS

This corporation shall have 1 director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Wayne F. Bizer, President, Secretary/Treasurer, Director
1001 SW 93rd Terrace
Plantation, FL 33324

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII
INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Wayne F. Bizer, 1001 SW 93rd Terrace, Plantation, FL 33324.

ARTICLE VIII
BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE IX
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

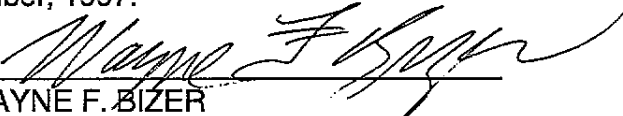
ARTICLE X
INDEMNIFICATION

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

ARTICLE XI
AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto; any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12th day of November, 1997.

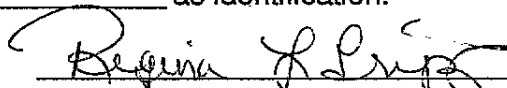


WAYNE F. BIZER

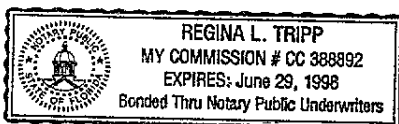
STATE OF FLORIDA
COUNTY OF BROWARD

The foregoing instrument was acknowledged before me this 12th day of November, 1997 by Wayne F. Bizer, who is personally known to me or who has produced _____ as identification.

My Commission Expires:
My Commission Number:



Notary Public, State of Florida at Large
Print Name: _____

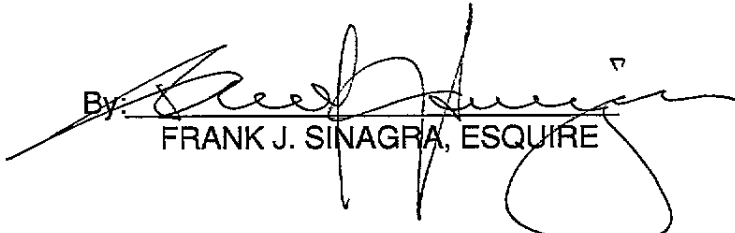


DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT

In pursuance of Chapters 48.091 and 607, Florida Statutes, EYE-Q SERVICES, INC., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at: Suite 1900, One Financial Plaza, Fort Lauderdale, Florida 33394 has named Frank J. Sinagra, Esquire, located at the same address as its registered agent to accept services of process within this State.

By: 
WAYNE F. BIZER

Having been named as registered agent to accept service of process for the above-stated corporation, at the location designated herein, I hereby accept to act in this capacity, and agree to comply with the laws of Florida applicable thereto.

By: 
FRANK J. SINAGRA, ESQUIRE

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CLERK OF STATE
TALLAHASSEE, FLORIDA