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From:

Account Name : DILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
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DIVISION OF CORPORATION

FLORIDA LIMITED PARTNERSHIP

The EyeWear Plan, L.P.

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$148.75

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

August 8, 2002

BILZIN, SUMBERG DUNN

SUBJECT: THE EYEWEAR PLAN, L.P.
REF: W02000022984

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must add a limited partnership suffix to the name, such as LTD. LIMITED, or LIMITED PARTNERSHIP.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

Fax Audit No.: H02- 177816

**Certificate of Limited Partnership
of
The EyeWear Plan, Ltd.**

The undersigned, desiring to form a limited partnership in accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 1986, as set forth in Sections 620.101 to 620.192, Florida Statutes, as amended, hereby states as follows:

1. The name of the limited partnership is The EyeWear Plan, Ltd., a Florida limited partnership (the "Limited Partnership").

2. The address of the registered office of the Limited Partnership is:

200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131.

3. The name and address of the agent for service of process required to be maintained under Section 620.105, Florida Statutes, as amended, are:

Jay M. Sakalo
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131.

4. The name and business address of the sole general partner of the Limited Partnership are:

The EyeWear Plan GP, Inc.,
a Florida corporation
6700 N.W. Broken Sound Parkway, Suite 202
Boca Raton, Florida 33487.

5. The mailing address for the Limited Partnership is:

6700 N.W. Broken Sound Parkway, Suite 202
Boca Raton, Florida 33487.

6. The latest date upon which the Limited Partnership is to dissolve is December 31, 2052.

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The execution of this Certificate of Limited Partnership on behalf of the undersigned sole general partner constitutes an affirmation that the facts stated herein are true.

IN WITNESS WHEREOF, this Certificate of Limited Partnership has been executed in the name and on behalf of the sole general partner of the Limited Partnership as of the 7th day of August, 2002.

THE EYEWEAR PLAN GP, INC. a Florida
corporation, its general partner

By:


Michael P. Block, President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, having been designated as registered agent for The EyeWear Plan, Ltd. a Florida limited partnership (the "Limited Partnership"), in the foregoing Certificate of Limited Partnership of the Limited Partnership, hereby agrees that he will accept service of process for and on behalf of the Limited Partnership and that he will comply with any and all laws, including, without limitation, Section 620.192, Florida Statutes, as amended, relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited partnership.

Dated: August 7, 2002.


Jay M. Sakato

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

SS:

BEFORE ME, the undersigned authority, a notary public authorized to administer oaths and to take acknowledgments in and for the State and County aforesaid, personally appeared Michael P. Block as President of The EyeWear Plan GP, Inc., a Florida corporation (the "Corporation"), which corporation is the sole general partner of The EyeWear Plan, Ltd., a Florida limited partnership (the "Limited Partnership"), who, after first being duly sworn on oath, deposes and says as follows:

1. Affiant is the President and is duly authorized to act on behalf of the Corporation, which is the sole general partner of the Limited Partnership.

2. As of the date hereof, the partners of the Limited Partnership have contributed to the Limited Partnership an aggregate of \$100.00 of the total amount of \$1,000.00 in capital contributions anticipated to be contributed to the Limited Partnership by its limited partners.

3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

FURTHER AFFIANT SAYS NAUGHT.

Michael P. Block
 Michael P. Block, as President of The EyeWear Plan GP, Inc., a Florida corporation and the sole general partner of The EyeWear Plan, Ltd., a Florida limited partnership.

THE FOREGOING INSTRUMENT was acknowledged, sworn to and subscribed before me this 7th day of August, 2002, by Michael P. Block as President of The EyeWear Plan GP, Inc., a Florida corporation, on behalf of such corporation; said individual has produced a _____ as identification or is personally known to me.

My Commission Expires: 3/13/04

[NOTARIAL SEAL]



Carolyn Walsh
 Commission # CC 918204
 Expires March 13, 2004
 Bonded Through
 Atlantic Bonding Co., Inc.

Carolyn Walsh
 Print Name: Carolyn Walsh
 NOTARY PUBLIC, State of Florida
 Serial No., if any: _____

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