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TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: WISE/CONTACT US OPTICAL CORP  
(Name of corporation - must include suffix)

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-08/21/00--01139--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

CIRO GUERRA  
(Name of Person)  
WISE/CONTACT US OPTICAL CORP  
(Firm/Company)  
ONE EXECUTIVE BLVD.  
(Address)  
YONKERS, NY 10701  
(City/State/Zip)

Should you need to call someone concerning this matter, please call:

CIRO GUERRA at 914-376-9800  
(Name of Person) (Area Code & Daytime Telephone Number)

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TALLAHASSEE, FLORIDA

**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee Examiner
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

|                  |     |
|------------------|-----|
| Name             |     |
| Updater          | DCC |
| Updater Verifier | DCC |
| Acknowledgement  | DCC |
| W. P. Verifier   | DCC |

① cert

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6 pages



**WISE/CONTACT US**  
OPTICAL CORPORATION

NATIONAL 1-800-221-2996  
N.Y. STATE 1-800-522-6440  
LOCAL 1-914-376-9800  
FAX 1-914-376-9196

October 2, 2000

Ms. Diane Cushing  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Reference # W00000020965  
Letter # 700A00045626

Dear Ms. Cushing

As you requested in your letter dated August 25, 2000 (see attached), enclosed are our Certificate of Existence and Articles of Incorporation. Please continue to process of our application. If you need additional information, please call me at (914) 376-9800 Ext. 115.

Sincerely



Ciro Guerra  
CFO

SOUTH WESTCHESTER EXECUTIVE PARK  
ONE EXECUTIVE BOULEVARD, YONKERS, NEW YORK 10701-6804



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

August 25, 2000

CIRO GUERRA  
WISE/CONTACT US OPTICAL CORP.  
ONE EXECUTIVE BVD  
YONKERS, NY 10701

SUBJECT: WISE/CONTACT US OPTICAL CORP.  
Ref. Number: W00000020965

We have received your document for WISE/CONTACT US OPTICAL CORP. and your check(s) totaling \$87.50. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing  
Corporate Specialist

Letter Number: 700A00045626

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. WISE/CONTACT US OPTICAL CORP

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. NEW YORK (State or country under the law of which it is incorporated)

3. 13-3107467 (FEI number, if applicable)

4. 01/20//82 (Date of incorporation)

5. PERPETUAL (Duration: Year corp. will cease to exist or "perpetual")

6. 7/10/00 (Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. WISE/CONTACT US OPTICAL CORP

ONE EXECUTIVE BLVD., YONKERS, NY 10701 (Current mailing address)

8. WHOLESALE DISTRIBUTION OF CONTACT LENSES (Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: JEFFREY REMS

Office Address: 7643 N.56TH ST., UNIT 7643

TAMPA, Florida, 33617 (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

[Signature] (Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address ONLY - P.O. Box NOT acceptable) BARRY WEISFELD, 109 GRIFFEN AVE., SCARSDALE, NY 10583

**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: BARRY WEISFELD

Address: 109 GRIFFEN AVE.

SCARSDALE, NY 10583

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.  *Barry Weisfeld*

(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. BARRY WEISFELD, PRESIDENT

(Typed or printed name and capacity of person signing application)

**State of New York  
Department of State**

SS:

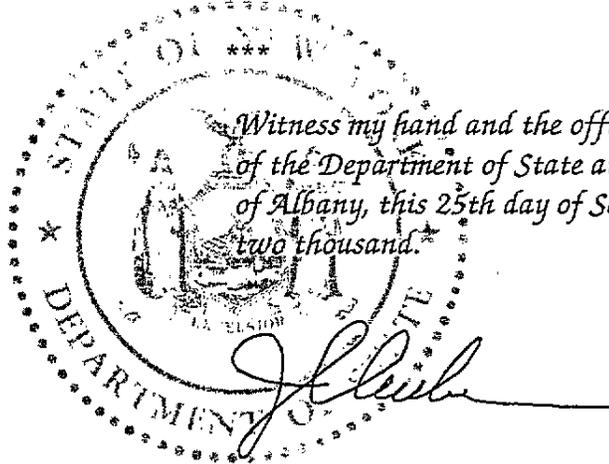
I hereby certify, that the Certificate of Incorporation of WISE/CONTACT US OPTICAL CORP. was filed on 01/20/1982, under the name of CONTACT US OPTICAL CORP., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is a subsisting corporation. I further certify the following:

A certificate changing name to WISE/CONTACT US OPTICAL CORP. was filed on 04/18/1989.

Restated Certificate of Incorporation was filed on 02/05/1999.

A Biennial Statement was filed 03/29/2000.

I further certify, that no other documents have been filed by such Corporation.



*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 25th day of September  
two thousand.*

*Special Deputy Secretary of State*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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