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Division of Corporations

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LIMITED LIABILITY COMPANY

VALUEMAX OPTICAL, LLC

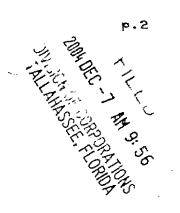
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ARTICLES OF ORGANIZATION OF VALUEMAX OPTICAL, LLC



ARTICLE I - NAME

The name of the Limited Liability Company is VALUEMAX OPTICAL, LLC.

ARTICLE II - ADDRESS

The mailing address of the Limited Liability Company is 1336 Playmoor Drive, Palm Harbor, Florida 34683.

The street address of the Limited Liability Company is 1336 Playmoor Drive, Palm Harbor, Florida 34683.

ARTICLE III - REGISTERED AGENT

The name and Florida street address of the initial Registered Agent of this Limited Liability Company Are: Brian L. Weber, 1336 Playmoor Drive, Palm Harbor, Florida 34683.

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: 12/07/04

Brian L. Weber, Registered Agent

ARTICLE IV - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

In accordance with Section 608.408(3), Plorida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Brian L. Weber, Member