

L96000000971

LAW OFFICE OF

J. D. SKIP BARDFIELD, P.A.

TEL: (954) 523-3088  
FAX: (954) 767-0011

428 N.E. 3RD AVENUE  
FT. LAUDERDALE, FL. 33301

September 12, 1996

Attorney's Title Insurance Fund  
660 East Jefferson Street  
Suite 200  
Tallahassee, Florida 33802  
Attn: Barbara

Re: World Optical, L.C.  
Our Member No. 18291

Dear Barbara:

Pursuant to our conversation of this morning, please find enclosed an original and one copy of Articles of Organization of World Optical, L.C., together with this firm's check in the amount of \$285.00, which represents the Department of State's filing fee.

Please file the Articles and obtain a conformed copy. Thereafter forward the conformed copy to this office via Federal Express. Our Account No. is 1987-9661-1.

Should you have any questions, please do not hesitate to contact this office for assistance.

Very truly yours,

*Maritza Vassallo-Perez*  
Maritza Vassallo-Perez, Legal Assistant to  
J.D. SKIP BARDFIELD, ESQUIRE

JDB/mvp  
Enc.  
091296

FILED  
95 SEP 16 PM 3 55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 SEP 16 PM 2:43  
DIVISION OF CORPORATION

000001949450  
-09/17/96--01125--012  
\*\*\*\*285.00 \*\*\*\*285.00

nc SEP 16 1996

**ARTICLES OF ORGANIZATION  
OF  
WORLD OPTICAL, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the limited liability company shall be World Optical, L.C. ("Company"). The principal place of business of the Company in Florida shall be 1285 South State Road 7, North Lauderdale, Florida 33009.

**ARTICLE II  
DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall have perpetual existence, unless the Company is dissolved as provided in these Articles of Organization.

**ARTICLE III  
PURPOSE AND POWERS**

The general purpose for which the Company is organized is engage in the sale optical goods and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the Company in the State of Florida is Rusk Harris, 1285 South State Road 7, North Lauderdale, Florida 33009.

**ARTICLE V  
CAPITAL CONTRIBUTIONS**

The members of the Company shall contribute to the capital of the Company the cash or property set forth as follows:

<u>NAME</u>	<u>CAPITAL CONTRIBUTION</u>
RUSK HARRIS	\$25,000.00
JEFF SINGER	\$25,000.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 SEP 16 PM 3 56

FILED

**ARTICLE VI  
ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company at such times and in such amounts as may be provided in the regulations adopted by the members or, in lieu thereof, only upon the unanimous consent of all the members.

**ARTICLE VII  
ADMISSION OF NEW MEMBERS (TRANSFERABILITY OF INTERESTS)**

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII  
TERMINATION OF EXISTENCE (CONTINUITY OF LIFE)**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member of the Company, unless the business of the Company is continued by consent of a majority in interest of the remaining members, provided there are at least two (2) remaining members, or upon a vote of majority of the membership.

**ARTICLE IX  
MANAGEMENT (MANAGEMENT BY MEMBERS)**

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the members of the Company are:

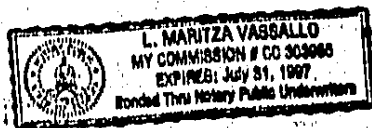
<u>NAME</u>	<u>ADDRESS</u>
RUSK HARRIS	1285 South State Road 7 North Lauderdale, Florida 33009
JEFF SINGER	1285 South State Road 7 North Lauderdale, Florida 33009

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at St. Lucie, Florida, Florida for the forgoing uses and purposes this 11th day of Sept., 1996.

[Signature]  
RUSK HARRIS

STATE OF FLORIDA :  
COUNTY OF BROWARD : SS

The foregoing instrument was acknowledged before me this 11th day of September, 1996, by RUSK HARRIS, who is personally known to me or who has produced personally known as identification and who did take an oath.



[Signature]  
Notary Public  
Print: L. Maritza Vassallo  
My Commission Expires:

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of World Optical, L.C., as the registered agent of the this limited liability company, hereby consents to his appointment as registered agent of the Company.

[Signature]  
RUSK HARRIS REGISTERED AGENT

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE  
UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the limited liability company is: World  
Optical, L.C.

2. The name and address of the registered agent and office  
is:

RUSK HARRIS

(Name)

1285 South State Road 7

(P.O. Box not acceptable)

North Lauderdale, Florida 33009

(City/State/Zip)

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.

  
(Signature) RUSK HARRIS

September 11, 1991  
(Date)

**FILED**  
96 SEP 16 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

STATE OF FLORIDA

SS

COUNTY OF BROWARD

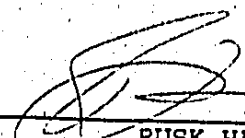
The undersigned member or authorized representative of a member of World Optical, L.C., deposes and says:

1. The above named limited liability company has at least two members.

2. The total amount of cash contributed by the member(s) is \$0.

3. If any, the agreed value of property other than cash contributed by member(s) is \$50,000.00. A description of the property is attached and made a part hereto as Exhibit "A".

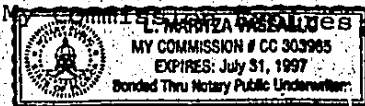
4. The total amount of cash or property anticipated to be contributed by member(s) is \$50,000.00. This total includes amounts from 2 and 3 above.

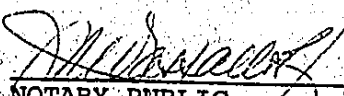
  
\_\_\_\_\_  
RUSK HARRIS, Member  
Signature of a member or authorized  
representative of a member

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

SWORN TO AND SUBSCRIBED before me this 14th day of

September, 1994.



  
\_\_\_\_\_  
NOTARY PUBLIC

L. Mantzavarakis

(Print, Type or Stamp  
Commissioned Name of Notary Public)

Personally Known ☒ OR Produced Identification ☐

Type of Identification Produced: \_\_\_\_\_

FILED  
96 SEP 16 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT "A"**

- A complete optometric examination room.
- 5 optical display cases.
- 4 optical wall displays.
- 2 desks.
- 16 chairs.
- contact lens inventory.
- spectacle frame inventory.
- optical laboratory equipment.