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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

W-11683

FLORIDA PROFIT CORPORATION OR P.A.

visionplus, inc.

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 MAY -4 AM 10:37

B. McKnight

MAY - 4 2000

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Letter to Secretary of State Consenting
To use of Trademark Name

To: SECRETARY OF STATE
State of Florida

The undersigned, a corporation duly organized and existing under the State of Florida, does hereby grant permission and approve the filing of the Articles of Incorporation for the following corporation:

Visionplus, Inc.

I understand that this approval is necessary due to the similarity of the name to the trademark Visionplus owned by the undersigned corporation.

Dated: May 3, 2000

Signed, Sealed and Delivered in the Presence of:

Witness [Signature]
Witness [Signature]

Ocucare Systems, Inc.

By: [Signature]
John Davis, President

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DIVISION OF CORPORATIONS

STATE OF FLORIDA
COUNTY OF BROWARD

BEFORE ME, the undersigned authority personally John Davis, the President of the corporation described in and which executed the foregoing instrument and Ted Bell and Berry Mack the witnesses and they acknowledged to me that they executed said instrument as such officers for the foregoing purposes.

WITNESS my hand and seal this 3 day of May, 2000.

[Signature]
Notary Public
State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
MICHELE H SMITH
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC83642
MY COMMISSION EXP. MAR. 12 2001

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ARTICLES OF INCORPORATION
OF
VISIONPLUS, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida Business Corporation Act.

ARTICLE I

Name

The name of this corporation shall be VISIONPLUS, INC.

ARTICLE II

Principal Office

The principal place of business and mailing address of the corporation shall be:

C/O THEODORE F. BRILL, P.A.
8211 W. BROWARD BLVD., SUITE 360
PLANTATION, FLORIDA 33324

ARTICLE III

BEGINNING OF CORPORATE EXISTENCE

The existence of this corporation shall commence on the date these articles are accepted as filed by the Secretary of State. The corporation then shall continue perpetually unless dissolved according to law.

THEODORE F. BRILL, ESQ.
THEODORE F. BRILL, P.A.
8211 W. BROWARD BLVD., SUITE 360
PLANTATION, FL 33324
(954) 370-0500 FL BAR NO. 236462

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ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE V

CAPITAL STOCK

The number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is:

10,000 shares at \$.01 (one cent) par value common stock.

ARTICLE VI

INITIAL REGISTERED AGENT AND ADDRESS

The name of the initial registered agent of this corporation and his address are as follows:

Registered Agent And Address

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 West Broward Blvd., Suite 360
Plantation, Florida 33324-2737

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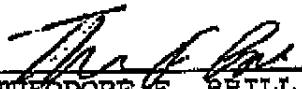
ARTICLE VII

INCORPORATOR.

The name and address of the person signing these Articles as
Incorporator is:

THEODORE F. BRILL
8211 W. Broward Blvd., Suite 360
Plantation, FL 33324

The undersigned has executed these Articles of Incorporation
on May 3, 2000 as Incorporator.



THEODORE F. BRILL
Incorporator

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CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: VISIONPLUS, INC.
2. The name and address of the registered agent and office is:

Theodore F. Brill, Esq.
Theodore F. Brill, P.A.
8211 W. Broward Blvd., Suite 360
Plantation, Florida 33324-2737

Signature: *Theodore F. Brill*
THEODORE F. BRILL

Title: Incorporator

Date: *May* *3*, 2000

Having been named registered agent and to accept service of process for the above stated corporation 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: *Theodore F. Brill*
Theodore F. Brill
Registered Agent

Date: *May* *3*, 2000

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