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REEVES AND DAVIS

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PENSACOLA, FLORIDA 32501-6250

JAMES J. REEVES
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(ALSO ADMITTED IN OKLAHOMA & TEXAS)
OF COUNSEL

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June 2, 2000

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: OPTIPoint EyeWear, Inc.
A New Florida Corporation

EFFECTIVE DATE
06-02-00

Dear Madam,

Enclosed is a check for \$78.75. Please accept for filing the attached Articles of Incorporation and designation and acceptance of Registered Agent, for the above-listed new Florida Corporation. Please return a certificate of status to the following address:

OPTIPoint EyeWear, Inc.
730 Bayfront Parkway
Suite IV
Pensacola, FL 32501

FILED
00 JUN -8 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Thank you for your assistance.

Very Sincerely,

James J. Reeves

Enclosure

gjc
6/15

**ARTICLES OF INCORPORATION
OF
OPTIPoint EyeWear, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 JUN - 8 AM 10:40

FILED

ARTICLE I - NAME

The name of this Corporation is **OPTIPoint EyeWear, INC.**

ARTICLE II - DURATION

This Corporation shall exist perpetually commencing on the date of the execution of these Articles.

ARTICLE III - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of non par value common stock.

EFFECTIVE DATE

06-02-00

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office and the principal office of the Corporation is **3579 GULF BREEZE PARKWAY, GULF BREEZE, FL 32561** and the name of the initial registered agent of this Corporation at that address is **JOHN J. CRITTENDEN, M.D.**

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have **one (1)** Director initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

The name and address of the initial Directors of this Corporation are:

JOHN J. CRITTENDEN, M.D.
3579 GULF BREEZE PARKWAY, GULF BREEZE, FL 32561

ARTICLE VIII - INCORPORATORS

The name and address of the person signing these Articles of Incorporation are:



JOHN J. CRITTENDEN, M.D.
3579 GULF BREEZE PARKWAY, GULF BREEZE, FL 32561

ARTICLE IX - BY-LAWS

The power to alter, adopt, amend or repeal the By-Laws of this Corporation shall be vested in the Board of Directors.

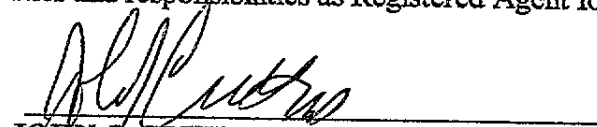
IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals to these Articles of Incorporation this 2ND day of JUNE, 2000.

WITNESSES:


JOHN J. CRITTENDEN, M.D.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.


JOHN J. CRITTENDEN, M.D.

FILED
00 JUN - 8 AM 10:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 2ND day of JUNE, 2000, by
JOHN J. CRITTENDEN, M.D., who is personally known to me.


Notary Public

