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VIA FEDERAL EXPRESS #8197 2229 6175

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

SUBJECT: West Oak Vision Center, Inc.

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-07/24/00--01105--006
*****87.50 *****87.50

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the Articles of Incorporation for West Oak Vision Center, Inc. Please file the original and return a certified copy of the Articles and a certificate of status to me in the self-addressed prepaid Federal Express envelope I have provided. Please also find enclosed a check in the amount of Eighty-Seven and 50/100 Dollars (\$87.50), made payable to the Department of State to cover the requisite fees.

Thank you for your assistance in this matter.

Sincerely,

Donnell Stager

Shawn Willson Shepard

SWS/jah

Enclosures

cc: Dr. Theodore Brink
Dr. Peter Moresi

west oak vision/corres/sos 61500 (filing)

FILED
00 JUL 24 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
WEST OAK VISION CENTER, INC.**

FILED
00 JUL 24 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

ARTICLE ONE

The name of the corporation shall be **WEST OAK VISION CENTER, INC.**

ARTICLE TWO

The principal place of business and mailing address of the corporation is 11406 San Jose Boulevard, Suite 1, Jacksonville, Florida 32223.

ARTICLE THREE

The number of shares that the corporation is authorized to issue is ten thousand (10,000) shares, all of which shall have a par value of Ten Cents (\$.10) per share. All shares of the corporation shall be of the same class and shall be common shares.

ARTICLE FOUR

The name of the initial registered agent of the corporation shall be Dr. Theodore Melvin Brink. The street address of the initial registered office of the corporation in the State of Florida is 11406 San Jose Boulevard, Suite 1, Jacksonville, Florida 32223.

The written acceptance of the said initial registered agent, as required by Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

ARTICLE FIVE

The name and address of the incorporator to these Articles of Incorporation is:

**Dr. Theodore M. Brink
11406 San Jose Boulevard, Suite 1
Jacksonville, Florida 32223**

ARTICLE SIX

Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty (30) days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting rights of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether any proposed issue, reissue, or grant is for cash, property or other lawful consideration; and after the expiration of said thirty (30) days, any and all of such shares, rights, options, bonds, securities or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one (1) or more directors.

ARTICLE SEVEN

The corporation is organized for the purpose of carrying on any lawful business provided it shall not engage in any business activity other than that which is directly related to the operation of the Pearle Vision or such other Pearle Vision, Inc. franchise operation as shall be approved in writing by Pearle Vision, Inc.

ARTICLE EIGHT

The duration of the corporation shall be perpetual.

ARTICLE NINE

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all expenses, liabilities or other matters referred to or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE TEN

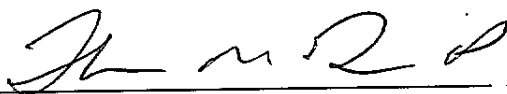
The corporation shall not have more than five (5) shareholders who must be individuals.

ARTICLE ELEVEN

The corporation must have Pearle Vision, Inc.'s prior written approval for the issuance,

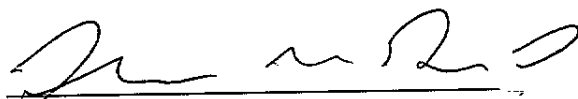
encumbrance, assignment and transfer of shares of the corporation.

The undersigned has executed these Articles of Incorporation as the sole incorporator of the corporation on this 26 day of June, 2000.

By: 
Theodore M. Brink, Incorporator

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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.

This 26 day of June, 2000.

By: 
Theodore M. Brink
Registered Agent

West Oak Vision\documents\ARTICLES OF INCORP

FILED
00 JUL 24 AM 8:35
SECRETARY OF STATE
TALLAHASSEE FLORIDA