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Division of Corporations
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From:
Account Name : PAS-T CORP. AGENTS, INC.
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

FLAGLER Y 11 OPTICAL GROUP CORPORATION

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ARTICLES OF INCORPORATION
OF
FLAGLER Y 11 OPTICAL GROUP CORPORATION.

THE UNDERSIGNED ACTING AS SUBSCRIBER OF A CORPORATION UNDER THE FLORIDA CORPORATION LAW, ADOPT THE FOLLOWINGS ARTICLES OF INCORPORATION FOR SUCH CORPORATION.

ARTICLE I

THE NAME OF THE CORPORATION IS, FLAGLER Y 11 OPTICAL GROUP CORPORATION.

ARTICLE II

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAW OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III

THE MAXIMUM OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUED AND HAVE OUTSTANDING AT ANY ONE TIME IS 50 SHARES OF COMMON STOCK, AS WHICH COMMON SHALL BE OF NO PAR VALUE. ALL STOCK IS TO ISSUED AS FULLY PAID AND EXEMPT FROM ASSEMENT.

ARTICLE IV

THE CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS IS NOT LESS THAN FIVE UNDRED DOLLARS.

ARTICLE V

THE EXISTENCE OF THE CORPORATION IS PERPETUAL.

ARTICLE VI

THE INITIAL POST OFFICE ADDRESS AND PRINCIPAL OFFICES OF THE CORPORATION IN THE STATE OF FLORIDA SHALL BE AT 1073 W. FLAGLER ST MIAMI, FLORIDA 33130.

ARTICLE VII

THE BOARD OF DIRECTORS MAY FROM TIME TO TIME MOVE THE PRINCIPAL OFFICES TO AND OTHER ADDRESS WITHIN THE STATE OF FLORIDA.

ARTICLE VIII

THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS CONSISTING OF NOT LESS THAN (1) NOR MORE THAN (5).

ARTICLE IX

THE NAME AND POST OFFICE ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS AND SLATE OF CORPORATE OFFICERS ARE,
CARLOS M. NODA, PRESIDENT & TREASURER, 1144 N.W. 1 ST, MIAMI, FL 33128.
BLANCA AGUILAR, SECRETARY, 1144 N.W. 1 ST, MIAMI, FL 33130.

ARTICLE X

NO STOCKHOLDERS OF THE CORPORATION SHALL BE PERMITTED TO SELL OR OFFER FOR SALE HIS SHARES OF THE STOCK IN THE CORPORATION WITHOUT FIRST OFFERING SAID SHARE FOR SALE TO ALL OTHER STOCKHOLDERS OF THE CORPORATION, AT THEIR BOOK VALUE. THE REMAINING STOCKHOLDERS MAY PURCHASE ALL OR ANY PART OF THE SHARES OF STOCK OFFERED FOR SALE BY THE OTHER STOCKHOLDERS.

ARTICLE XII

THE STOCK OF THE CORPORATION MAY BE ISSUED PURSUANT TO THE PROVISIONS UNDER 1244 OF INTERNAL REVENUE CODE, IN ORDER FOR THE STOCKHOLDERS OF THE CORPORATION MAY RECEIVED THE BENEFITS THERE UNDER.

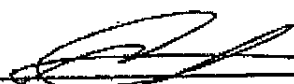
ARTICLE XII


THE NAME AND POST OFFICE ADDRESS OF THE PERSON SUBSCRIBED THIS ARTICLES OF INCORPORATION IS, CARLOS M. NODA, 1144 N.W. 1 ST, MIAMI, FL 33128.

ARTICLE XIII

IN WITNESS WHEREOF, WE HAVE HEREUNTO SET OUR HANDS AND SEALS

THIS 11 DAY OF AUGUST, 2000.


_____(SEAL(
SUBSCRIBER.


_____(SEAL(
REGISTERED AGENT.

_____(SEAL(
_____)

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY THAT ON THIS DAY PERSONALLY APPEARED BEFORE ME,
AND OFFICER DULY AUTHORIZED TO TAKE ACKNOWLEDGMENTS AND ADMINISTAR
OATHS IN THE STATE OF FLORIDA. _____

TO ME WELL KNOWN TO BE THE PERSONS DESCRIBED IN AND WHO EXECUTED
THE FOREGOING ARTICLES OF INCORPORATION, AND WHO ACKNOWLEDGED
BEFORE ME THAT THEY EXECUTED THE SAME FREELY AND VOLUNTARILLY FOR
THE PURPOSE THEREIN EXPRESSED.

WITNESS, MY HAND AND OFFICAL SEAL THIS 11 DAY OF AUGUST,
2000, AT MIAMI COUNTY OF MIAMI-DADE STATE OF FLORIDA.

NOTARY PUBLIC, STATE OF FLORIDA AT
LARGE.

MY COMMISSION EXPIRES.

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, FLAGLER Y 11 OPTICAL GROUP CORPORATION.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS.

CARLOS M. NODA, 1144 N.W. 1 STREET, MIAMI, FLORIDA 33128.

SIGNATURE 

TITLE PRESIDENT.

DATE 8/11/2000

HAVING BEEN NAMED AS 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 AGREED TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE 

DATE 8/11/2000

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