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LAW OFFICES
MOSHER AND SCHNEIDER, P. A.
1550 CLEARLAKE CENTRE
250 AUSTRALIAN AVENUE
WEST PALM BEACH, FLORIDA 33401
(561) 471-9000

EDGAR S. MOSHER
(1878-1939)
ESTHER MOSHER SCHNEIDER
(1906-1977)
GEORGE A. SCHNEIDER
(1906-1985)
JOHN C. SCHNEIDER

100003656411--3
-02/07/01--01088--002
*****70.00 *****70.00

February 6, 2001

Re: UPTOWN OPTICAL, INC.

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

Via Federal Express

Gentlemen:

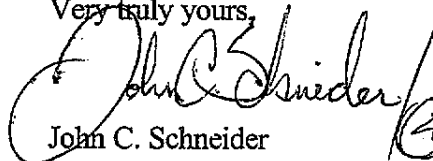
Enclosed are the following documents for the formation of the above-named corporation:

1. Articles of Incorporation (signed by the Registered Agent);
2. One copy of the Articles;
3. Draft for \$70.00 for filing the Articles; and the designation and acceptance by the registered agent;
4. Self-addressed return envelope.

Please arrange for the filing of the Articles of Incorporation and return the copy, and the acknowledgment of filing, in the enclosed self-addressed envelope.

Thank you in advance for your assistance and cooperation.

Very truly yours,


John C. Schneider

JCS/csm
Enclosures

FILED
01 FEB -7 PM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2-8-01
10-8-2
WCO

ARTICLES OF INCORPORATION
OF
UPTOWN OPTICAL, INC.

FILED
01 FEB -7 PM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not for profit corporation pursuant to the Florida Not For Profit Corporation Act.

ARTICLE I

The name of the Corporation ("Corporation") shall be:

UPTOWN OPTICAL, INC.

ARTICLE II

Address of Principal Office

The initial principal office and mailing address of the Corporation shall be:

Uptown Optical, Inc.
c/o Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue South
West Palm Beach, FL 33401

ARTICLE III

Purpose

This Corporation is organized for the purpose of evaluating products and services, with or without recommendations, for its members. No part of the income as profit shall be distributable to its members, directors or officers.

ARTICLE IV

Election or Appointment of Directors

The method of election of directors of this Corporation shall be stated in the Bylaws.

ARTICLE V

Registered Agent

The street address of the Corporation's initial registered office and the name of its initial Registered Agent at that address are as follows:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue South
West Palm Beach, FL 33401

ARTICLE VI

Board of Directors

A Director is not required to be a resident of the State of Florida or a member of the Corporation.


ARTICLE VII

Incorporator

The name and street address of the Incorporator named in these Articles of Incorporation are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue South
West Palm Beach, FL 33401

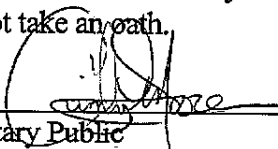
IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator on January 30, 2001.



John C. Schneider, Incorporator

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me on January 30, 2001, by John C. Schneider, who is personally known to me and who did not take an oath.



Notary Public
State and County Aforesaid
My Commission Expires:



Cindy S. Moore
MY COMMISSION # CC861541 EXPIRES
August 25, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

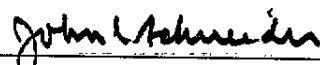
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: **UPTOWN OPTICAL, INC.**
2. The name and address of the registered agent and its office are:

John C. Schneider, Esquire
Mosher and Schneider, P.A.
1550 Clearlake Centre
250 Australian Avenue South
West Palm Beach, FL 33401

Signature



John C. Schneider, Incorporator

Title

Incorporator

Date

January 30, 2001

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 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



John C. Schneider

Date

January 30, 2001