

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO10000020015

Barber Optical of
Palm River, Inc.

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-02/23/01--01014--011
*****78.75 *****78.75

<input checked="" type="checkbox"/>	Art of Inc. File	SECRETARY OF STATE TALLAHASSEE FLORIDA	01 FEB 23 AM 11:01	FILED RECEIVED
<input type="checkbox"/>	LTD Partnership File			
<input type="checkbox"/>	Foreign Corp. File			
<input type="checkbox"/>	L.C. File			
<input type="checkbox"/>	Fictitious Name File			
<input type="checkbox"/>	Trade/Service Mark			
<input type="checkbox"/>	Merger File	DIVISION OF CORPORATION	01 FEB 23 AM 9:51	
<input type="checkbox"/>	Art. of Amend. File			
<input type="checkbox"/>	RA Resignation			
<input type="checkbox"/>	Dissolution / Withdrawal			
<input type="checkbox"/>	Annual Report / Reinstatement			
<input checked="" type="checkbox"/>	Cert. Copy			
<input type="checkbox"/>	Photo Copy			
<input type="checkbox"/>	Certificate of Good Standing			
<input type="checkbox"/>	Certificate of Status			
<input type="checkbox"/>	Certificate of Fictitious Name			
<input type="checkbox"/>	Corp Record Search			
<input type="checkbox"/>	Officer Search			
<input type="checkbox"/>	Fictitious Search			
<input type="checkbox"/>	Fictitious Owner Search			
<input type="checkbox"/>	Vehicle Search			
<input type="checkbox"/>	Driving Record	T.SMITH FEB 23 2001		
<input type="checkbox"/>	UCC 1 or 3 File			
<input type="checkbox"/>	UCC 11 Search			
<input type="checkbox"/>	UCC 11 Retrieval			
<input type="checkbox"/>	Courier			

Signature _____

Requested by: 130

Name _____

Date 2/23/01

Time 8:51

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION

OF

Barker Optical of Palm River, Inc.

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01 FEB 23 AM 11:01
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The name of the Corporation is Barker Optical of Palm River, Inc.

ARTICLE II

The date when corporate existence shall commence shall be the date of the filing of these Articles of Incorporation in the Office of the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

ARTICLE III

The Corporation is organized to engage in the business of sales of optical eyewear and ancilliary products and to transact any other lawful business activity.

ARTICLE IV

The Corporation is authorized to issue 1000 shares of stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE V

The principal corporate offices of the Corporation shall be:

7452 Palm River Road
Tampa, Florida 33619

ARTICLE VI

The street address of the initial registered office of the corporation is:

7452 Palm River Road
Tampa, Florida 33619

The name of the Corporation's initial registered agent at such address is
Ronnie Barker

ARTICLE VII

The Corporation shall have three directors initially. The number of directors may be increased or decreased from time to time by bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and addresses of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Ronnie Barker	2511 Whisper Lane Valrico, Fl 33594
Jason Barker	2511 Whisper Lane Valrico, Fl 33594
Dulcie Kiffner	8416 Southwood Oaks Lithia, Fl 33547

ARTICLE VIII

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

Dulcie Kiffner
8416 Southwood Oaks
Lithia, FL 33547

ARTICLE IX

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE X

The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 15th day of February, 2001.

Dulcie Kiffner
Dulcie Kiffner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15TH day of February, 2001 by Dulcie Kiffner, who is personally known to me or ~~who has produced~~ as identification and who ~~did~~ (did not) take an oath.

[Signature]

NOTARY PUBLIC, State of Florida at Large



Stephen G. Connett
Commission # CC 924667
Expires April 3, 2004
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

OF

Barker Optical of Palm River, Inc.

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated as the registered office, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Ronnie Barker
Ronnie Barker

DATE: 02.15.01

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01 FEB 23 AM 11:01
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TALLAHASSEE FLORIDA