

PO1000045666

Law Office
Hamden H. Baskin, III, P.A.

516 No. Ft. Harrison Avenue
Clearwater, Florida 33755

Telephone: 727/447-2994
Fax: 727/446-0049

VIA FEDERAL EXPRESS

May 12, 2001

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

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*****35.00 *****35.00

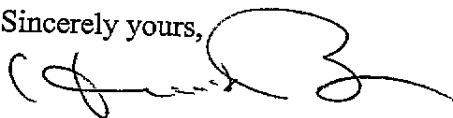
RE: Tri-City Optical Corporation, Inc.

Dear Sir:

Enclosed please find original Articles of Correction for the above referenced corporation. Also enclosed is our check in the amount of \$35 for filing fees. Kindly process same and return your receipt to our office.

Thanking you in advance and with the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III

HHBIII/gvl

Enclosures: as stated

cc: Stephen Cohen

FILED
01 MAY 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Correction

T BROWN JUN 21 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

COPY

May 21, 2001

LAW OFFICES OF HAMDEN H. BASKIN, III, P.A.
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 33755

SUBJECT: TRI-CITY OPTICAL CORPORATION, INC.
Ref. Number: P01000045666

We have received your document for TRI-CITY OPTICAL CORPORATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6869.

Teresa Brown
Corporate Specialist

Letter Number: 801A00031147

RECEIVED

01 JUN 18 AM 8:24

DIVISION OF CORPORATIONS

*Law Offices
of
Hamden H. Baskin, III, P.A.*

*516 No. Ft. Harrison Avenue
Clearwater, Florida 33755*

*Telephone: 727/447-2994
Fax: 727/446-0049*

June 11, 2001

State of Florida
Department of State
Corporate Division
409 E. Gaines Street
Tallahassee, FL 32301

RE: Tri-City Optical Corporation, Inc.

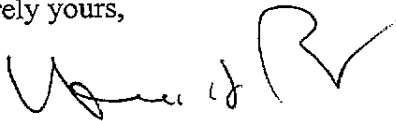
Dear Secretary of State:

I enclose herewith the original Articles of Correction on Tri-City Optical Corporation together with the other document returned to our office pursuant to the letter returning same for revision. I enclose a copy of the Department's letter.

Please process the Articles of Correction and forward the amended Certificate to our office as soon as reasonably practical.

With the kindest of personal regards, I remain

Sincerely yours,



Hamden H. Baskin, III
Attorney at Law

HHBIII:dlw

Enclosures: as stated

cc: Tri-City Optical Corporation, Inc.

ARTICLES OF CORRECTION

OF


TRI-CITY OPTICAL CORPORATION, INC.

FILED
01 MAY 14 PM 3:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, RICHARD HOERBELT, being the sole DIRECTOR and SOLE OFFICER, of the above referenced corporation, pursuant to F.S. §607.0124, hereby files this his Articles of Correction to the original Articles of Incorporation of TRI-CITY OPTICAL CORPORATION, INC., filed with the Secretary of State on May 3, 2001, a copy of which is attached hereto as Exhibit "1," and states as follows:

1. That Article X, (Initial Director(s)), of the original Articles of Incorporation filed herein and referenced above is inaccurate as the same contains the names of persons who are not initial directors of the corporation, but were inserted by error by the scrivener of the document.
2. That attached hereto as Exhibit "2" is a corrective instrument setting forth the correct name and address of the initial director of the corporation.
3. That the undersigned hereto states under penalty of perjury that no shares have been issued and that the original Articles of Correction filed herein were filed with ten (10) business days of the original filing.

UNDER PENALTIES OF PERJURY, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Correction, under the laws of the State of Florida, this 5th day of June, 2001.


RICHARD HOERBELT
Sole Director

ARTICLES OF INCORPORATION

OF

TRI-CITY OPTICAL CORPORATION, INC.

The undersigned, acting as incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates herself to form a corporation under the laws of the State of Florida.

FILED
01 MAY -3 PM 7:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is:

TRI-CITY OPTICAL CORPORATION, INC.

ARTICLE II

The principal office of the corporation is located at:

6553 - 46th Street
Pinellas Park, FL 33781

ARTICLE III

NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

(A) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(B) To conduct business in, or have one or more offices in, and buy hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

(C) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfer of corporate property, or other

Exhibit

"11"

instruments to secure the payment of corporate indebtedness as required.

(D) To purchase the corporate assets of any other corporation and engage in the same or other character of business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida.

(F) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, and to perform any act authorized or allowed by the laws of the State of Florida.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock, having par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than the sum of \$100.00.

ARTICLE VI

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VII

SPECIAL PROVISION

It is the intent of the incorporator that the corporation may qualify as a Subchapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this corporation in the State of Florida is:

HAMDEN H. BASKIN, III, ESQ.
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 33755

ARTICLE IX

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTOR(S)

The name and street address of the member(s) of the first Board of Directors is:

Richard Hoerbelt
6553 - 46th Street
Pinellas Park, FL 33781

Stephen Cohen
14501 Walsingham Road
Largo, FL 33774

Tony Civello
6553 - 46th Street
Pinellas Park, FL 33781

ARTICLE XI

INCORPORATOR

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

Hamden H. Baskin, III
516 N. Ft. Harrison Avenue
Clearwater, FL 33755

The incorporator certifies that the proceeds of the stock subscribed for will not be less than the amount of capital with which the corporation shall begin business as is set forth herein.

ARTICLE XII

INDEMNITY OF DIRECTORS AND OFFICERS

Any person made a party to any action, suit or proceeding by reason of the fact that he, his Testator, or intestate, is or was a director, officer or employee of the corporation which he served as such at the request of the corporation shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of his duties.

The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer or director or employee may be entitled apart from the provisions of this section.

A director shall not be liable for dividends illegally declared, distributions illegally made to shareholders, or any other action taken in reliance and good faith upon financial statements of the corporation represented to him to be correct by the president of the corporation or the officer having charge of the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition of the corporation; nor shall he be liable if in good faith in determining the amount available for dividends or distribution he considers the assets to be of ample value.

ARTICLE XIII

BYLAWS OR STOCKHOLDERS AGREEMENT

By stockholders agreement or bylaws, the corporation may restrict the transfer or encumbrance of any and all of its stock, including, but not limited to, provisions for the transfer of the stock owned by retiring, disabled or deceased stockholder, or any stockholder required to sever financial interest in the corporation. The bylaws may be repealed or amended, and new bylaws may be adopted, by either the Board of Directors or the stockholders, but the Board of Directors may not amend or repeal

any bylaw adopted by the stockholders if the stockholders specifically provide such bylaw not subject to amendment or repeal by the directors.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XV

DATE OF INCEPTION

The date the corporate existence shall begin shall be as of the date of filing and acceptance of these Articles of Incorporation by the Secretary of State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 15th day of February, 2001.

may




HAMDEN H. BASKIN, III, Initial
Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

may The foregoing Articles of Incorporation were acknowledged before me this 15th day of February, 2001, by HAMDEN H. BASKIN, III, who is personally known to me and who did not take an oath.



Glenda J. Vanderloop
MY COMMISSION # CC496149 EXPIRES
November 14, 2001
BONDED THRU TROY PAIR INSURANCE, INC.



Notary Public
My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to

comply with the provisions of the laws of the State of Florida.


HAMDEN H. BASKIN, III, ESQ.

FILED

01 MAY -3 PM 7:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VIII

REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the registered agent of this corporation in the State of Florida is:

HAMDEN H. BASKIN, III, ESQ.
516 N. FT. HARRISON AVENUE
CLEARWATER, FL 33755

ARTICLE IX

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased from time to time, by amendment to the bylaws, but shall never be less than one (1).

ARTICLE X

INITIAL DIRECTOR(S)

The name and street address of the member(s) of the first Board of Directors is:

Richard Hoerbelt
6553 - 46th Street
Pinellas Park, FL 33781

Exhibit
"2"