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THE LAW FIRM OF  
**GILLESPIE & ALLISON, P.A.**

SUITE 300  
1515 SOUTH FEDERAL HIGHWAY  
BOCA RATON, FLORIDA 33432

R. BOWEN GILLESPIE, III  
DONALD M. ALLISON\*  
TODD C. DROSKY†

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\*Also Admitted in Arizona & California  
†Also Admitted in Colorado & the  
District of Columbia

May 1, 2001

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

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-05/08/01--01023--010  
\*\*\*\*122.50 \*\*\*\*78.75

RE: Articles of Incorporation  
EyeMax International, Inc.

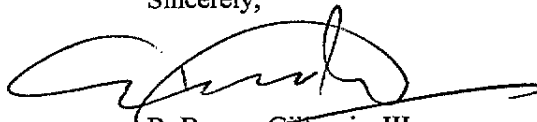
Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-named proposed Florida corporation, Certificate Designating Place of Business or Domicile for the Service of Process, and a check in the amount of \$122.50, representing payment of the following:

Filing Fees	\$ 35.00
Certified Copy Fee	\$ 52.50
Registered Agent Fee	\$ 35.00
<b>TOTAL:</b>	<b>\$122.50</b>

Please file the enclosed Articles of Incorporation and return a certified copy to the undersigned as soon as possible in the enclosed envelope. Thank you for your anticipated cooperation and prompt attention to this matter.

Sincerely,



R. Bowen Gillespie, III

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D. BROWN MAY 1 0 2001

**ARTICLES OF INCORPORATION**

**OF**

**EyeMax International, Inc.**

**FILED**  
**01 MAY -7 PM 3:51**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, acting hereby as Incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

**I.**

**CORPORATE NAME**

The name of this corporation shall be:

**EyeMax International, Inc.**

**II.**

**PRINCIPAL OFFICE**

The principal office of this corporation shall be located at 1900 N.E. 32<sup>nd</sup> Street, Pompano Beach, Florida 33069.

**III.**

**NATURE OF CORPORATE BUSINESS**

This corporation is organized to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**IV.**

**CAPITAL STOCK**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time shall be Five Thousand (5,000) shares of common stock at One Dollar (\$1.00) par value per share.

**V.**  
**DURATION**

The corporation shall have perpetual existence.

**VI.**  
**INITIAL REGISTERED AGENT  
AND  
INITIAL REGISTERED OFFICE**

The corporation's initial registered agent and registered office in the State of Florida shall be:

R. Bowen Gillespie, III  
Gillespie & Allison, P.A.  
1515 South Federal Highway, Suite 300  
Boca Raton, Florida 33432

**VII.**  
**INCORPORATOR**

The name and address of the Incorporator is:

R. Bowen Gillespie, III  
1900 N.W. 32<sup>nd</sup> Street  
Pompano Beach, Florida 33069

**VIII.**  
**BOARD OF DIRECTORS**

The number of directors may be altered from time to time by Bylaws adopted by the stockholders. However, the corporation shall have no less than one director at any time. The name and address of the director of this corporation is:

R. Bowen Gillespie, III  
1900 N.W. 32<sup>nd</sup> Street  
Pompano Beach, Florida 33069

**IX.**  
**INFORMAL SHAREHOLDER ACTION**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**X.**  
**PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**XI.**  
**INFORMAL DIRECTOR ACTION**

If all of the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings, evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.


**XII.**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**XIII.**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and Shareholders, provided that such amendment be in compliance with the laws of Florida governing a professional service corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation in the State of Florida this 1 day of may, 2001.


  
R. Bowen Gillespie, III, Incorporator

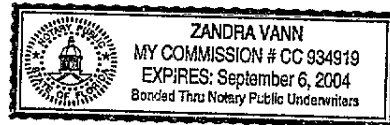
STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared R. Bowen Gillespie, III, who, to me is personally known to be the person described in and who executed the foregoing Articles of Incorporation as the incorporator, and he acknowledged to and before me that he executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in said County and State, this 1st day of May, 2001.

  
Print: ZANDRA VANN  
Notary Public  
My Commission expires:



**CERTIFICATE DESIGNATING PLACE OF  
BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE  
STATE AND NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

**FILED**  
**01 MAY -7 PM 3:51**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

In compliance with the requirements of Chapter 48.091, Florida Statutes, the following is submitted:

**EyeMax International, Inc.**

under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, has named R. Bowen Gillespie, III at Gillespie & Allison, P.A., 1515 South Federal highway, Suite 300, Boca Raton, Florida 33432 as its agent to accept service of process with this State.

**ACCEPTANCE OF RESIDENT AGENT**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I, the undersigned, hereby accept to act in the capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.



R. Bowen Gillespie, III, Resident Agent