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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-07/20/01--01064--022  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Boynton Optique, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☒ \$78.75 Filing Fee  
& Certificate of Status

☐ \$78.75 Filing Fee  
& Certified Copy  
☐ \$87.50 Filing Fee,  
Certified Copy  
& Certificate of  
Status  
**ADDITIONAL COPY REQUIRED**

FROM: Philip Gordon  
Name (Printed or typed)

1137 Ginger Circle  
Address

Weston, FL 33326  
City, State & Zip

954-384-8287  
Daytime Telephone number

01 JUL 20 AM 10:20  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

7/24/01

FILED

01 JUL 20 AM 10:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
BOYNTON OPTIQUE, INC.**

I, PHILLIP GORDON, the undersigned, do hereby subscribe to this Articles of Incorporation for the purposes of becoming a Corporation under the statutes of said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of a corporation for profit.

**ARTICLE I  
NAME OF CORPORATION**

The name of the Corporation shall be BOYNTON OPTIQUE, INC.

**ARTICLE II  
GENERAL NATURE OF BUSINESS**

This corporation shall be authorized to carry out any and all business that is lawful in the State of Florida and in the United States of America.

**ARTICLE III  
CAPITAL STOCK**

The capital stock of the Corporation shall consist of One Thousand (1000) shares of common stock, with a par value of One and No/100 (\$1.00) Dollar per share.

The whole or any part of the capital stock of this Corporation shall be payable in lawful money of the United States of America or property, labor and/or services, at a valuation to be fixed by the Board of Directors of said Corporation.

**ARTICLE IV  
INITIAL CAPITAL**

The amount of capital with which this Corporation shall begin business is not less than One Thousand and No/100 (\$1000.00) Dollars.

**ARTICLE V  
TERM OF EXISTENCE**

This Corporation is to have perpetual existence. These Articles of Incorporation shall become effective when filed with the Secretary of State, if and for the State of Florida.

THIS INSTRUMENT WAS PREPARED BY:

Seth Abrams, Esq.  
Marlow, Connell, Valerius, Abrams, Adler & Newman  
One East Broward Boulevard, Suite 905  
Fort Lauderdale, FL 33301  
FLORIDA BAR NUMBER: 186392

**ARTICLE VI**  
**ADDRESS**

The initial office address of the principal office of this Corporation, within the State of Florida, shall be 801 N. Congress Avenue, Suite #703, Boynton Beach, Florida 33426.

The Board of Directors of said Corporation may, from time to time, move the principal office to any other address within the State of Florida, or any other state.

**ARTICLE VII**  
**NUMBER OF DIRECTORS**

This Corporation shall have One (1) Director initially. The number of Directors may be increased, from time to time, as provided in the By-Laws of said Corporation, but shall never be more than five (5). The number of directors may be decreased, from time to time, as provided in the By-Laws of said Corporation, but shall never be less than one (1).

**ARTICLE VIII**  
**CORPORATE OFFICERS**

The names and addresses of the initial members of the Board of Directors of said Corporation, who was subject themselves to the provisions of this Articles of Incorporation, the By-Laws of said Corporation and the corporate laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until his, her or their successors are elected and have qualified, to wit:

|            |               |
|------------|---------------|
| PRESIDENT: | Philip Gordon |
| SECRETARY: | Philip Gordon |
| TREASURER: | Philip Gordon |

**ARTICLE IX**  
**SUBSCRIBERS**

The names and addresses of each subscriber of this Articles of Incorporation and the number of shares of stock each agrees to take is:

| <u>Names and Addresses</u>                                   | <u>Number of Shares</u> |
|--------------------------------------------------------------|-------------------------|
| Philip Gordon<br>1137 Ginger Circle<br>Weston, Florida 33326 | 1,000                   |

**ARTICLE X**  
**REGISTERED AGENT AND ACCEPTANCE**

The name and address of the registered agent for the Corporation and its registered office shall be:

PHILLIP GORDON  
1137 Ginger Circle  
Weston, Florida 33326

The nomination for Registered Agent is hereby accepted:

  
PHILLIP GORDON

01 JUL 20 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

## **ARTICLE XI**

### **SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its Stockholders and Directors are hereby adopted as part of these Articles of Incorporation:

11.1 The Board of Directors, from time to time, shall determine whether or not and to what extent and at what times and places and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to inspection of the Stockholders of the Corporation, and no Stockholder shall have any right to inspect any account or document of the Corporation, except as conferred by a Statute, or authorized by the Board of Directors or by a Resolution of the Stockholders.

11.2 No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in the Corporation.

11.3 The Board of Directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security upon the issue of new certificates thereof.

11.4 No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in or is a Director of, or an officer in, or are Directors or Officers of such other corporation and any Director or Directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation or in which the Corporation is interested, and no contract, act or transaction of the Corporation, with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that the Director or Directors or any of them of the Corporation is a party or parties or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a Director of the Corporation is hereby relieved from any liability that might otherwise exist from this contracting with the Corporation for the benefit of himself, herself, any firm, association or corporation in which he or she may be otherwise interested.

11.5 The Corporation shall indemnify any and all of its Directors or Officers or former Directors or Officers or any person who may have served, at its request, as a Director or Officer of another corporation in which it owns shares of a capital stock or of which it is a creditor against the expenses actually and necessarily incurred by them, in connection with the defense of any action, suit or proceedings, in which they or any of them are made parties or a party by reason of being or having been a Director or Officer, or former Director or Officer, or persons shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of their duty. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled to under the By-Laws, agreement, vote of Stockholder or otherwise. The right of indemnification herein stated shall, under no circumstances, be extended to or include indemnification for the liabilities arising under the Securities Act of 1933, as amended.

11.6 The Board of Directors, by majority vote of the Directors then in office, and irrespective of any personal interest of any of its members, shall have the authority to establish reasonable compensation of all directors for service to the Corporation as Directors, Officers or otherwise. The authority vested in the Board of Directors by this Article XI, shall include, in addition to the authority to establish salaries, the authority to establish the payment of bonuses, stock options, pension and profit sharing plans.

11.7 No holder of any of the shares of the capital stock of the Corporation shall be entitled as of right to purchase or to subscribe for any unissued stock of any class, or any additional shares of any class, whether presently or hereinafter authorized, and also in debentures or any other securities convertible into stock of the Corporation or carrying any right to purchase stock of any class. Such unissued stock, or additional authorized issue of stock, or other securities convertible into stock or carrying any right to purchase stock, may be issued and disposed of pursuant to resolutions of the Board of Directors, to such person or persons, firm or firms, corporation or corporations or associations and upon such terms as may be deemed advisable by the Board of Directors in the exercise of discretion.

IN WITNESS WHEREOF, the undersigned, has made and subscribed these Articles of Incorporation,  
at  Ft. Lauderdale, Broward  County, State of Florida, this  25<sup>th</sup>  day of  June , 2001, for the uses and  
purposes herein stated.

  
PHILLIP GORDON  
PRESIDENT

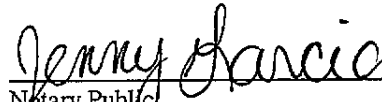
STATE OF FLORIDA )

COUNTY OF  Broward  )<sup>SS:</sup>

BEFORE ME, the undersigned authority personally appeared PHILLIP GORDON, who known to  
me and to me known to be the persons who executed the above and foregoing instrument, and they acknowledged to  
me that they executed the same, for the intent and purposes therein stated.

WITNESS MY HAND and official seal at  Ft. Lauderdale  Florida, this  25<sup>th</sup>  day of  June ,  
2001.

My Commission Expires:

  
Notary Public  
State of Florida at Large



Jenny Garcia  
Commission # CC956150  
Expires July 20, 2004  
Bonded Thru  
Atlantic Bonding Co., Inc.

FILED  
01 JUL 20 AM 10:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA