

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Cycloptical, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$70.00

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ARTICLES OF INCORPORATION
OF
CYCLOPTICAL, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME AND PRINCIPAL OFFICE OF CORPORATION

Cycloptical, Inc. shall be the name of this corporation, and the mailing address and its principal office shall be: 616 Tomoka Drive, Palm Harbor, Florida 34683.

ARTICLE II - NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have on hand at any time is 10,000 shares of common stock having \$1.00 par value. The authorized capital stock may be paid for in cash, services or other property at a just value to be fixed by the board of directors of the corporation at any regular or special meeting of the same.

ARTICLE IV - ADDRESS AND RESIDENT AGENT

The street address of the initial registered office of this corporation is: 616 Tomoka Drive, Palm Harbor, Florida 34683, and the name of the initial registered agent of the corporation at that address is: Richardson L. Davis. Having been so named to accept said service of process, said registered agent hereby accepts said designation to act in said capacity and agrees to comply with the provisions of the Florida Statutes relating to keeping open said office and so accepts by signing the Articles of Incorporation hereunder.

This Instrument Prepared By:
Jack J. Geller, Esq.
2560 Gulf to Bay Boulevard, Suite 300
Clearwater, FL 33765
727-799-4840
Florida Bar No. 243991

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ARTICLE V - SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VI - INITIAL INCORPORATOR

IncorporatorAddress

Richardson L. Davis

616 Tomoka Drive
Palm Harbor, FL 34683

ARTICLE VII - SPECIAL PROVISIONS

The Corporation agrees not to engage in any business activity other than that which is directly related to the operation of the Pearle Vision or such other Pearle Vision, Inc. franchise operation as shall be approved in writing by Pearle Vision, Inc.

The Corporation must limit the total number of shareholders to five (5) individuals.

The Corporation must have Pearle Vision, Inc.'s prior written approval for the issuance, encumbrance, assignment and transfer of shares of the Corporation.

IN WITNESS WHEREOF, I, the undersigned, have set my hand and seal to the foregoing Articles of Incorporation for Cycloptical, Inc. and acknowledge the same under the laws of the State of Florida, this 5th day of November, 2001.

Richardson L. Davis
Richardson L. Davis,
Incorporator and Registered Agent

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