

P01000108661

TRANSMITTAL LETTER

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

FILED
01 NOV 13 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: **PAYLESS OPTICAL, INC.**

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

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$87.50
Filing Fee	Filing Fee	Filing Fee	Filing Fee,
	& Certificate of Status	& Certified Copy	Certified Copy
			& Certificate of
			Status

ADDITIONAL COPY REQUIRED

FROM:

A1A Florida Corporate Services
218 Southern Country Lane
Quincy, FL 32351
1-850-921-4840

RECEIVED
01 NOV 13 AM 10:45
DIVISION OF CORPORATION

600004676216--1
-11/13/01--01024--011
1602.50 **78.75

J. BRYAN NOV 13 2001

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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ARTICLE I NAME

The name of the corporation shall be :

PAYLESS OPTICAL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/mailling address is :

4021 N. ANDREWS AVE. SUITE 1

FORT LAUDERDALE, FL 33309

ARTICLE III PURPOSE

The purpose for which the corporation is organized :

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

ARTICLE IV SHARES

The number of shares of stock is:

1500 COMMON SHARES

PAR VALUE \$.10

ARTICLE V INITIAL OFFICERS / DIRECTORS (optional)

The name(s), address(es), and title(s) of the directors and officers is:

Director, President

HANS PIERRE

4021 N. ANDREWS AVE. SUITE 1 FORT LAUDERDALE, FL 33309

Director, Treasurer

CHAM PIERRE

4021 N. ANDREWS AVE. SUITE 1 FORT LAUDERDALE, FL 33309

Director, Secretary

HARDOUIN PIERRE

4021 N. ANDREWS AVE. SUITE 1 FORT LAUDERDALE, FL 33309

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PAGE 2 PAYLESS OPTICAL, INC.

ARTICLE VI REGISTERED AGENT

The name and Florida street address of the registered agent is:

LARRY SISSON
218 SOUTHERN COUNTRY LANE
QUINCY, FL 32351

ARTICLE VII INCORPORATOR

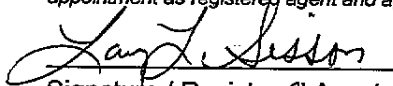
The name and Florida street address of the incorporator is:

A1A FLORIDA CORPORATE SERVICES
LARRY SISSON
218 SOUTHERN COUNTRY LANE
QUINCY, FL 32351

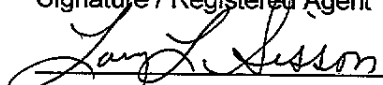
ARTICLE VIII

No director or officer of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director or officer, provided, however, that the foregoing clause shall not apply to any liability of a director or officer(I) for any breach of the director's or officer's duty of loyalty to the corporation or its shareholders, (II) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (III) for any transaction from which the director or officer derived an improper personal benefit. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advancement of attorney's fees and expenses to any person who is or was an officer or director of the Corporation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Signature / Registered Agent

11/13/01
Date


Signature/Incorporator

11/13/01
Date