FOR PROFIT CORPORATION

UNIFORM BUSINESS REPORT (UBR)		_ FILED
DOCUMENT # P0/000/0866	/.	02 APR 29 AM 9: 08
PAYLESS OPTICAL, IN	VC.	SECRETARY OF STATE TALLAHASSEE, FLORIDA
DO NOT WRITE IN THIS SE	PACE	
2. Principal Place of Business 5/00 W. COMMERCIAL B LVD Sulte, Apt. #, etc. Sulte, Apt. #, etc.	SAME	DO NOT WRITE IN THIS SPACE
City & State TAMARAC-FLORIDA City & State		4. FEI Number Applied For Not Applied For Not Applicable
Zip33319 BROWARD Zip	Country	5. Certificate of Status Desired \$8.75 Additional Fee Required
	Name / /	7. Name and Address of Current Registered Agent
DO NOT WRITE	L17	s (P.O. Box Number is Not Acceptable)
IN THIS SPACE	Silect Address	S (1.0. DOX Number 15 Not Acceptable)
IN THIS SPACE		UTHERN-COUNTRY LANE
	City QU	INCY FL 3335/
8. The above named entity submits this statement for the purpose of changing its	registered office or regist	tered agent, or both, in the State of Florida.
SIGNATURE MA		
Signature, typed or printed name of registered agent and title if applicable. (NOTE:	Registered Agent signature requi	red when reinstating) DATE
Tax filing requirement and elects to do so. After May Amended	ay 1 Fee is \$150.00 1, Fee is \$550.00 i UBR is \$61.25 le to Department of Si	10. Election Campaign Financing Trust Fund Contribution. \$5.00 May Be Added to Fees
11. OFFICERS AND DIRECTORS		
NAME STREET ADDRESS ##NS-PIERRE STREET ADDRESS ##NS-PIERRE ##NS-PIERRE ##NS-PIERRE ##NS-PIERRE ##NS-PIERRE ##NS-PIERRE	TITLE NAME STREET ADDRESS	4000054915547 -05/08/0201031018
STREET ADDRESS CITY-ST-ZIP TITLE TO RT LAUDERDALE - FL	CITY-ST-ZIP	****163.75 ****163.75
11TLE 33309	TITLE NAME	18
STREET ADDRESS	STREET ADDRESS	
TITLE DIRECTOR - TREASURER	CITY-ST-ZIP	
NAME CHAM-PIERRE	NAME	
TITLE DIRECTOR - TREASURER CHAM - PIE RRE STREET ADDRESS 4031 N. ANDREWS AVE # / CITY.ST. 21P FORT - LAUDERDALE, FL	STREET ADDRESS CITY-ST-ZIP	DO NOT WRITE
TIL 33309	TITLE	IN THIS SPACE
NAME STREET ADDRESS	NAME : STREET ADDRESS	
CITY-ST-ZIP	CITY-ST-ZIP)	
TITLE DIRECTOR-SECRETARY NAME HARDOULN-PIERRE	TITLE NAME	
NAME STREET ADDRESS CITY-ST-ZIP HARDOUIN - PIERRE 4021N. ANDREWS AVE #/	STREET ADDRESS	
TILE FORT-LAUDERDALE FL 33309		
NAME STOCKT ADDRESS	NAME :	

13. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information inclicated on this report or supplied pental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver of trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 11 or on an attachment with an address, with all other line empowered.

CITY - ST - ZIP

CITY - ST - ZIP

SIGNATURE:



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

Signature/Incorporator

Date

Date

ARTICLES OF INCORPORATION

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

01 NOV 13 PH12: 24

-SECHE HERY OF STATE TALLAHASSEE, FLORIDA

ARTICLE I NAME

The name of the corporation shall be:

PAYLESS OPTICAL, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business/malling 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