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FLORIDA PROFIT CORPORATION OR P.A.

LENS EXPO.COM, INC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 31, 2002

FAS-T

SUBJECT: LENS EXPO.COM, INC.
REF: W02000002955

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ARTICLES OF INCORPORATION OF

LENS EXPO.COM, INC.

The undersigned incorporator, for the purpose of forming a corporation under The Florida General Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

LENS EXPO.COM, INC.

The principle place of business of this corporation shall be:

**1674 MERIDIAN AVENUE
MIAMI BEACH, FL 33139**

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 shares 1\$ par value

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS, DIRECTORS

The name and street address of the initial officer and director, if any, who shall hold office the first year of the corporation's existence or until their successor is elected, is :

**Meir Ben Nissan
1674 Meridian Avenue
Miami Beach, FL 33139**

**Orit Golan
1674 Meridian Avenue
Miami Beach, FL 33139**

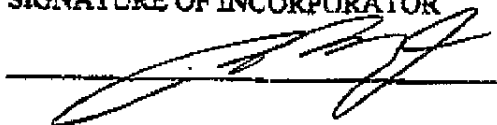
ARTICLE VI INCORPORATORS(S)

The name and street address of the incorporator to this Articles of Incorporation is:

**Meir Ben Nissan
1674 Meridian Avenue
Miami Beach, FL 33139**

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26th Day January of 2002.

SIGNATURE OF INCORPORATOR



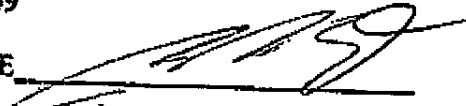
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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provision of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent / registered office, in the State of Florida.

1. The name of the corporation:
 Lens Expo.Com, Inc.
2. The name and address of the registered agent and office is: **MEIR BEN NISSAN**
 1674 Meridian Avenue
 Miami Beach, FL 33139

SIGNATURE 
 TITLE President
 DATE 1/30/02

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE 
 DATE 1/30/02

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