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THE KAYE LAW FIRM

HENRY L. KAYE
Attorney

April 17, 2002

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

FILED
02 APR 22 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700005310067-6
-04/22/02-01010-002
*****78.75 *****78.75

RE: PALM BEACH EYES., INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation of the PALM BEACH EYES, INC., along with duplicate copies of the certificate designating place of business domicile and agent for service of process within the State of Florida.

Also enclosed is a check payable to the Department of State in the amount of \$78.75 which represents payment for the following: Charter tax; filing fee; certified copy; filing designated agent certificate.

I trust you will find the papers in order. After processing please sent the certified Articles and assigned Charter Number, in addition to all receipts and correspondence to the undersigned.

Your attention to this matter is appreciated.

Very truly yours,

HENRY L. KAYE, ESQ.

HLK/MAS

Enclosures

bcc: Chris Lolos

Handwritten signature and date: 4/25/02

**ARTICLES OF INCORPORATION
OF
PALM BEACH EYES, INC.**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

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ARTICLE I – NAME

The name of the corporation is Palm Beach Eyes, Inc.

ARTICLE II – ADDRESS

The mailing address of this corporation 311 Worth Ave., Palm Beach, FL 33480.

ARTICLE III – CAPITAL STOCK

This corporation is authorized to issue one class or series of stock. This corporation is authorized to issue TEN MILLION (10,000,000) SHARES of COMMON STOCK, of a par value of ONE HUNDRETH (\$.001) CENTS per share, which shall be designated as "COMMON SHARES". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV – VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

ARTICLE V – PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share (as nearly as may be done without issuance of the fractional shares) at the price which it is offered to others.

**ARTICLE VI – INITIAL REGISTERED OFFICE AGENT
AND PRINCIPAL PLACE OF BUSINESS**

The corporations' initial registered office is and the name of its initial registered agent at that office is Henry L. Kaye, 325 - 11th Street, West Palm Beach, Florida 33401.

ARTICLE VII – INCORPORATOR

The name and address of each incorporator will be

<u>NAME</u>	<u>ADDRESS</u>
Henry L. Kaye.	325 - 11 th Street West Palm Beach, Florida 33401

ARTICLE VIII – DURATION

This corporation shall commence its existence on the date of filing with the Secretary of State and shall exist perpetually hereafter unless sooner dissolved according to law.

ARTICLE IX – BY-LAWS

The power to adopt, alter amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders of the corporation.

ARTICLE X – INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

ARTICLE XI – DIRECTORS CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any other directors of this corporation are peculiarly or otherwise interested in, or are directors of, such other corporations. Any director individually or any firm of which any director may be a member, may be a part to, or may be peculiarly or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this corporation who is also a director or an officer of such corporation who is also a director or an officer of such corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which will authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

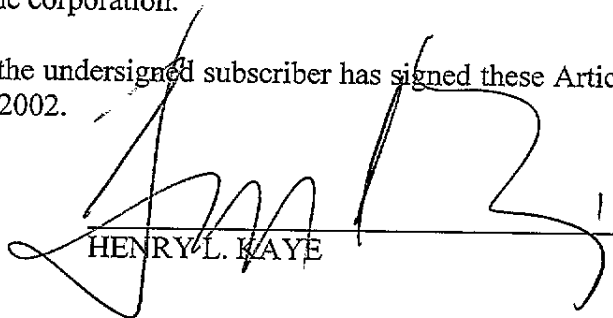
ARTICLE XII – AMENDMENTS TO ARTICLE OF INCORPORATION

The corporation reserves the right from time to time to amend, alter or repeal, or add any provision to its Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto, and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted subject to this reservation.

ARTICLE XIII – LIMIT OF STOCKHOLDERS LIABILITY

The private and personal property of the stockholders cannot be subject to the payment of this corporation's corporate debt to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholder to the corporation.

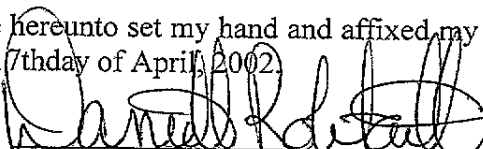
IN WITNESS WHEREOF, the undersigned subscriber has signed these Articles of Incorporation this 17 day of April, 2002.


HENRY L. KAYE

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared HENRY L. KAYE, known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17th day of April, 2002.


NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

MY COMMISSION EXPIRES:

6/26/05



**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

02 APR 22 PM 3:30

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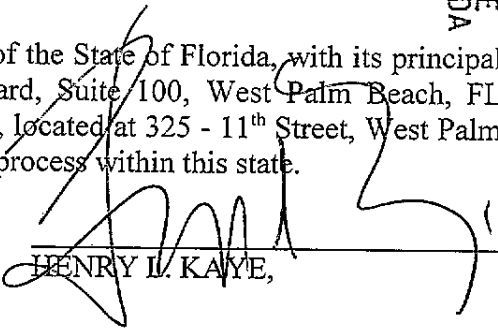
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with section 48.901, Florida Statutes, the following is submitted:

Palm Beach Eyes, Inc.

Desiring to organize and qualify under the laws of the State of Florida, with its principal place of business at 10111 Forest Hill Boulevard, Suite 100, West Palm Beach, FL 33414, has and does hereby name Henry L. Kaye, located at 325 - 11th Street, West Palm Beach, FL 33401 as its agent to accept service of process within this state.

Dated: April 17, 2002


HENRY L. KAYE,

HAVING BEEN named to accept service of process for the above stated corporation, at the place designated in the certificate, the designated agent hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performances of its duties.


Henry L. Kaye
REGISTERED AGENT