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02 MAY 14 PM 3:49  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. TOTAL VISION CARE GROUP, INC.  
(Corporation Name) (Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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5/14  
Examiner's Initials

\*  
ARTICLES OF INCORPORATION  
OF

TOTAL VISION CARE GROUP, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation shall be:

TOTAL VISION CARE GROUP, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

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

ARTICLE III

CAPITALIZATION: The initial number of shares of stock this corporation is authorized to have outstanding at any time is THREE THOUSAND (3000) shares of common stock, having a par value of ONE DOLLAR (\$1.00) per share.

ARTICLE IV

INITIAL CAPITAL: The initial amount of capital with which this corporation will begin business is: THREE THOUSAND DOLLARS (\$3000.00)

ARTICLE V

COMMENCEMENT AND DURATION: This Corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State and the period of duration of the corporation is perpetual.

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#### ARTICLE VI

**PRINCIPAL PLACE OF BUSINESS:** The initial principal place of business of the corporation is at: 707 NW 57<sup>TH</sup> Avenue, Miami, Florida 33145.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, as the said Corporation may desire.

#### ARTICLE VII

**DIRECTORS:** This Corporation shall initially have THREE (3) Directors. However laws adopted from time to time by the stockholders may increase the number of Directors, but in no event shall the number of directors be less than one (1).

#### ARTICLE VIII

**DIRECTORS:** The name and address of the initial Board of Directors to these articles of incorporation is as follows:

LARRY LABARTA, PRESIDENT, DIRECTOR

FREDDY ZERON, VICE-PRESIDENT, DIRECTOR

ABEL RODRIGUEZ, SECRETARY, TREASURER, DIRECTOR

707 NW 57<sup>TH</sup> Avenue, Miami, Florida 33145

#### ARTICLE IX

**INCORPORATION:** The Incorporators of the Corporation are:

LARRY LABARTA, FREDDY ZERON, and ABEL RODRIGUEZ

#### ARTICLE X


**AMENDMENT:** These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stockholders entitled to vote thereon.

ARTICLE XI

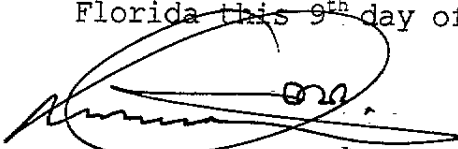
**REGISTERED AGENT:** That VIDAL MARINO VELIS, ESQUIRE, is hereby named Registered Agent for this corporation and as its agent will accept service of process at 9415 Sunset Drive, Suite 111-A, Miami, Florida 33172.

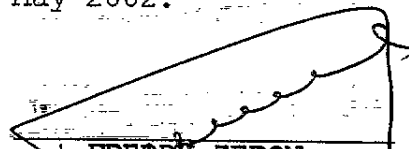
**ACKNOWLEDGMENT**

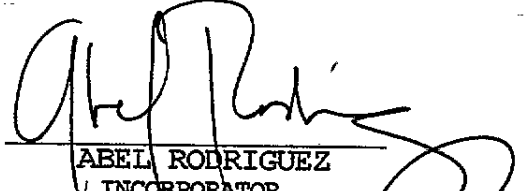
Having been named to accept service of process for **TOTAL VISION CARE GROUP, INC.** at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

  
VIDAL MARINO VELIS, ESQUIRE  
REGISTERED AGENT

IN WITNESS WHEREOF, THE UNDERSIGNED have made and subscribed these Articles of Incorporation at Miami, Miami-Dade County, Florida this 9<sup>th</sup> day of May 2002.

  
LARRY LABARTA  
INCORPORATOR

  
FREDDY ZERON  
INCORPORATOR

  
ABEL RODRIGUEZ  
INCORPORATOR

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