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Florida Department of State  
Division of Corporations  
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## To:

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STATE  
TALLAHASSEE  
FLORIDA

2002 MAY 16 PM 3:06

FLORIDA PROFIT CORPORATION OR P.A.

payless eyeglasses, inc.

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF INCORPORATION**

⑤

**OF**

**PAYLESS EYEGLASSES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following articles of incorporation:

**ARTICLE ONE  
NAME**

The name of the corporation is **PAYLESS EYEGLASSES, INC.**

**ARTICLE TWO  
DURATION**

The term of duration of the corporation is perpetual.

**ARTICLE THREE  
PURPOSE**

The purpose or purposes for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and of this state.

**ARTICLE FOUR  
STOCK**

The aggregate number of shares which the corporation has authority to issue is 1000, all of which shall be common shares with a par value of \$1.00.

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**ARTICLE FIVE  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is 13275 93rd Street N., Largo, Fl 33773, and the name of the initial registered agent at such address is Michael Walach.

**ARTICLE SIX  
PRINCIPAL OFFICE**

The street address of the principal office is 13275 93rd Street N., Largo, Fl 33773, and the mailing address of the corporation is 13275 93rd Street N., Largo, Fl 33773.

**ARTICLE SEVEN  
DIRECTORS**

The board of directors of the corporation shall consist of one (1) member and may be changed from time to time in accordance with the By-laws of the corporation. The initial Board of Directors shall consist of Sorna Kanthan.

**ARTICLE EIGHT  
INCORPORATORS**

The name and address of the incorporator is Paul J. Burns, 12525 Walsingham Road, Largo, Florida 33774.

**ARTICLE NINE  
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE TEN  
COMMENCEMENT OF EXISTENCE**

The corporation shall be deemed to commence its existence on the date of the filing of these Articles of Incorporation.

The undersigned has executed these Articles of Incorporation this 10<sup>th</sup> day of May, 2002.

  
PAUL J. BURNS  
INCORPORATOR

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of May, 2002, by Paul J. Burns, who is personally known to me or who has produced a Florida Drivers license as identification.

(Seal)



  
Notary Public

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida statutes, the undersigned corporation organized under the laws of the State of the Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is PAYLESS OPTICALS, INC.
2. The name and address of the registered agent and office is Michael Walach, 13275 93rd Street N., Largo, FL 33773.

Sandra Kathan, Director  
Date: April 14, 2002

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above named corporation; at the place designated in this Certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 04/14 day of April, 2002.

Michael Walach  
Registered Agent

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CLERK OF THE STATE  
TALLAHASSEE FLORIDA

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