

DB 6/36 ✓

ARTICLES OF INCORPORATION

OF

YOUR EYES & EARS, INC.

FILED
02 JUN 24 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator of these Articles of Incorporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is YOUR EYES & EARS, INC.

ARTICLE II

ADDRESS

The principal place of business and mailing address of the corporation is 2338 Immokalee Road, #113, Naples, Florida 34110.

ARTICLE III

DURATION

This corporation shall commence its existence on the date of filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE IV

PURPOSE

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V

SHARES

The Corporation shall have the authority to issue One hundred (100) shares of common stock, all of one, Class, with a par value of One Dollar (\$1.00) per share.

ARTICLE VI

PREEMPTIVE RIGHTS

There shall be no preemptive rights for any shareholder.

ARTICLE VII

INCORPORATOR

The name and address of the sole Incorporator is Michael Lissack, 2338 Immokalee Road, #292, Naples, Florida 34110.

Article VIII

BY-LAWS

The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the shareholders in the manner provided in the By-Laws.

ARTICLE IX

BOARD OF DIRECTORS

The business and the affairs of this Corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The Corporation shall have two (2) Directors initially, and the name and address of such initial Directors are as follows:

- Michael Lissack, 2338 Immokalee Road, Suite 292, Naples, Florida 34110
- Thomas Melancon, 15565 Villoresi Way, Naples, Florida 34110

ARTICLE X

CONTRACTS WITH DIRECTORS

No contract or other transaction between this Corporation and any other Corporation, shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in, or are the Directors or officers of, such other Corporation. Any Director individually, or any firm of which any Director may be a member, may be a party to, or may be pecuniarily 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 other Corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at

any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction.

ARTICLE XI

SHAREHOLDERS' PROPERTY

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

ARTICLE XII

INDEMNIFICATION

The Corporation shall indemnify and insure its officers and Directors to the fullest extent permitted by law either now or hereafter.

ARTICLE XIII

REGISTERED AGENT AND OFFICE

The registered agent of the corporation is MICHAEL LISSACK, and the address of the registered office is 2338 Immokalee Road, # 113, Naples, Florida 34110.

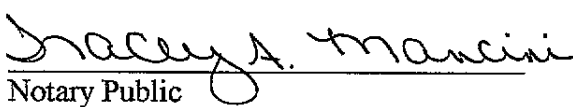
IN WITNESS WHEREOF, The Incorporator has affixed his signature on the 19th day of June, 2002.



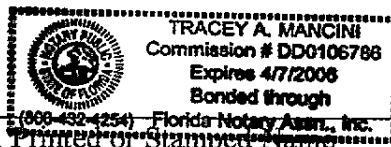
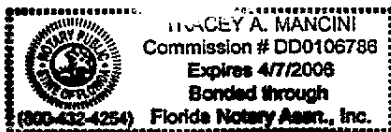
Michael Lissack

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 19th day of June, 2002, by MICHAEL LISSACK, as Incorporator for YOUR EYES & EARS, INC., who is personally known to me.



Notary Public



Typed, Printed or Stamped Name

My Commission Expires:

4/7/2006

My Commission Number is:

DD 0106786

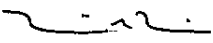
FILED
02 JUN 24 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named Corporation to accept service of process for said Corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

DATED this 17th day of June, 2002.



Michael Lissack



MICHAEL LISSACK
Registered Agent

Date: _____

6/19/02