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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.  
Account Number : 075350000132  
Phone : (305) 374-7580  
Fax Number : (305) 350-2446

FLORIDA PROFIT CORPORATION OR P.A.

The EyeWear Plan GP, Inc.

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Fax Audit No.: II02-177201

**Articles of Incorporation  
of  
The EyeWear Plan GP, Inc.**

FILED  
02 AUG -7 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is The Eyewear Plan GP, Inc.

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of this corporation are:

6700 Broken Sound N.W.  
Boca Raton, Florida 33487.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

The aggregate number of shares which this corporation shall have authority to issue is One Thousand (1,000) shares of common stock, each share having a par value of \$1.00.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is:

200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131;

and the name and address of the initial registered agent of this corporation are:

Jay M. Sakalo  
200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131.

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#### ARTICLE VI - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State of Florida.

#### ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

Name

Jay M. Sakalo

Address

200 South Biscayne Boulevard  
Suite 2500  
Miami, Florida 33131.

#### ARTICLE VIII - BY-LAWS

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and the shareholders are both expressly authorized and empowered to make, alter, amend and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

#### ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer, director or incorporator, or any former officer, director or incorporator, of this corporation to the fullest extent permitted by law.

#### ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

SENT BY:

8- 7- 2 ; 8:48 ;

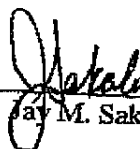
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator, as of the 6<sup>th</sup> day of August, 2002.

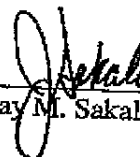


Jay M. Sakalo, Incorporator

#### ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: August 6, 2002.



Jay M. Sakalo, Registered Agent