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September 12, 2002

New Filings Section
Florida Department of State
Division of Corporations
George Firestone Building
409 East Gaines Street
Tallahassee, Florida 32399

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*****78.75 *****78.75

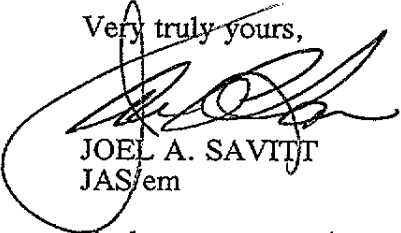
Re: A.R.S. Optical, Inc.

Gentlemen:

Enclosed please find the original and a copy of the proposed Articles of Incorporation for "A.R.S. Optical, Inc." together with a check in the amount of \$78.75.

This check represents the cost of the filing fees, a certified copy of the Articles of Incorporation and fee for the Registered Agent Designation for this corporation.

Very truly yours,


JOEL A. SAVITT
JAS/em

Enclosures as stated

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

A. R. S. OPTICAL, INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of this corporation is A. R. S. Optical, Inc.

ARTICLE II BUSINESS ADDRESS

The business address of this corporation is:

2055 Military Trail
Suite 307
Jupiter, Florida 33458

ARTICLE III DURATION

This corporation shall have perpetual existence.

ARTICLE IV PURPOSE

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

ARTICLE V CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII
PREEMPTIVE RIGHTS

There shall be no preemptive rights in any stock herein issued or hereafter issued.

ARTICLE VIII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 2055 Military Trail, Suite 307, Jupiter, Florida 33458, and the name of the initial registered agent of this corporation at that address is Alan R. Shuster, M.D.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but never less than one (1). The name and address of the initial director of this corporation is:

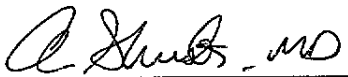
Alan R. Shuster, M.D.
14450 Cypress Island Circle
Jupiter, FL 33458

ARTICLE X
INCORPORATOR

The name and address of the Incorporator is:

Alan R. Shuster, M.D.
14450 Cypress Island Circle
Jupiter, FL 33458

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10th day of September, 2002.



Alan R. Shuster, M.D.
Initial Director/Incorporator

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

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

That A. R. S. Optical, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2055 Military Trail, Suite 307, Jupiter, Florida 33458, names Judy Shuster at that address as its agent to accept service of process within the State of Florida.



Alan R. Shuster, M.D.
Incorporator

Dated: September 10th, 2002

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Judy Shuster
Registered Agent

Dated: September 10, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA