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September 30, 2002

Secretary of State
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

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-10/03/02--01015--006
*****78.75 *****78.75

RE: COFI Enterprises of Panama City, Inc.

To Whom it May Concern:

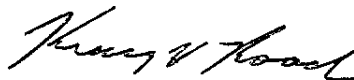
We are enclosing our check in the amount of \$78.75 to cover the following fees for the incorporation of the above-named corporation:

Registered Agent Fee	35.00
Filing Fee	35.00
Certified Copy of Articles	8.75
Total	\$ 78.75

We have also enclosed an original and a copy of the Articles of Incorporation. Please return to this office a certified copy of same after the articles have been filed of record.

Thank you for your attention to this matter.

Very truly yours,



Kraig H. Koach

FILED
02 OCT -3 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KHK/vcb
Enclosures

FILED

02 OCT -3 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
COFI ENTERPRISES OF PANAMA CITY, INC.

The undersigned incorporator for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be COFI ENTERPRISES OF PANAMA CITY, INC.

The principal place of business of this corporation shall be as follows:

Corporate Address:

620 N. Macewen Drive
Osprey, Florida 34229

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. Notwithstanding the foregoing, COFI ENTERPRISES OF PANAMA CITY, INC., shall not engage in any business activity other than that which is directly related to the operation of a Pearle Vision retail optical or such other business operation as shall be approved in writing by Pearle Vision, Inc.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The total number of shareholders of the corporation shall not exceed five (5) individuals. The corporation shall neither issue, encumber nor assign nor permit the transfer of any shares in the corporation without Pearle Vision, Inc.'s prior written consent. The transfer of shares is subject to the terms and conditions of a Franchise Agreement with Pearle Vision, Inc. Reference is made to such Franchise Agreement and the restrictive provisions of the Articles of Incorporation and Bylaws of this Corporation.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

Kraig H. Koach, Esquire
KIMBROUGH & KOACH, LLP.
1530 Cross Street
Sarasota, Florida 34236

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of One (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

TIMOTHY F. FINLEY
620 Macewen Drive
Osprey, Florida 34229

ARTICLE VII

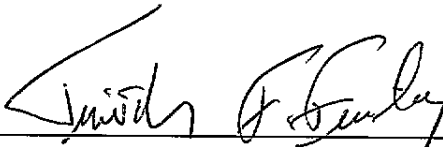
INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address

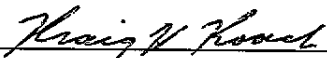
TIMOTHY F. FINLEY
620 Macewen Drive
Osprey, Florida 34229


IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 20 day of September, 2002.


TIMOTHY F. FINLEY, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 20th day of September, 2002, by TIMOTHY F. FINLEY, who is personally known to me or who produced _____ as identification, and who did take an oath.


Notary Public
My Commission Expires:

 Kraig H Koach
My Commission CC926657
Expires May 27, 2004

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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said act:

First, that COFI ENTERPRISES OF PANAMA CITY, INC., desiring to organize
under the laws of the State of Florida, with its principal office as indicated in the Articles of
Incorporation, at City of Sarasota, County of Sarasota, State of Florida, has named KRAIG H.
KOACH, Esquire, Kimbrough & Koach, LLP, 1530 Cross Street, Sarasota, Florida 34236-
7015, as its agent to accept service of process within this State.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above
Corporation. I accept the duties and obligations of Section 607.0505 Florida Statutes and
agree to comply with the provisions of all statutes relative to the proper and complete perfor-
mance of my duties.


KRAIG H. KOACH, Esquire

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