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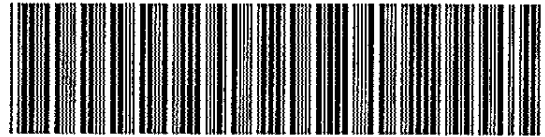
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MITCHELL J. COOK, P.A.

Attorney at Law

3706 North Roosevelt Boulevard

Suite I

Key West, FL 33040

Telephone (305) 293-7030

Facsimile (305) 293-1838

October 7, 2003

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Keys Eye Care, Inc.

To Whom It May Concern:

Enclosed herewith please find an original and one copy of the Articles of Incorporation for the above-referenced profit corporation. I am also enclosing payment in the amount of \$87.50 which represents the filing fee, registered agent fee, and the fees to receive a certified copy and a certificate of status.

If you require any additional information, please do not hesitate to contact me.

Sincerely,



MITCHELL J. COOK

For the Firm

MJC:bm

Enclosures as stated.

ARTICLES OF INCORPORATION
OF
KEYS EYE CARE, INC.

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

ARTICLE I: NAME

The name of the corporation is Keys Eye Care, Inc.

ARTICLE II: PURPOSE

The purpose of the corporation is limited to engaging in any and all business activities which are directly related to the operation of Pearle Vision retail optical location(s) or such other business operation as shall be approved in writing by Pearle Vision, Inc.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is:

3706 North Roosevelt Boulevard
Key West, Florida 33040

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ARTICLE IV: CAPITAL STOCK

- A. The number of shares of stock that this corporation is authorized to have outstanding at any one time is one hundred (100) shares having a par value of one dollar (\$1.00) per share.
- B. It is prohibited to either encumber or assign or permit the transfer of any shares of stock without Pearle Vision, Inc.'s prior written consent.
- C. The transfer of any shares of stock is subject to the terms and conditions of the Franchise Agreement entered into (or which shall be entered into) by Pearle Vision, Inc. with Dr. Paul Maurer and/or this Corporation.
- D. All issued shares of stock must be certificated.
- E. All issued stock certificates shall be copied (front and back) and submitted to Pearle Vision, Inc.
- F. All issued stock certificates shall contain the following:
"The transfer of this stock 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 By-Laws of this Corporation."
- G. The total number of shareholders shall not exceed five (5) individuals.

ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Mitchell J. Cook, 3706 North Roosevelt Boulevard, Suite I, Key West, Florida 33040.

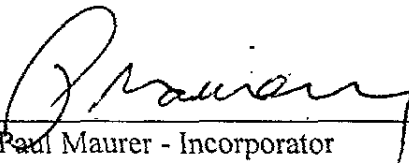
ARTICLE VI: INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is Dr. Paul Maurer, 3706 North Roosevelt Boulevard, Key West, Florida 33040.

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The name and address of the initial Board of Directors of the Corporation is Dr. Paul Maurer, 3706 North Roosevelt Boulevard, Key West, Florida 33040.

The undersigned has executed these Articles of Incorporation this 7th day of October, 2003.


Dr. Paul Maurer - Incorporator

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: KEYS EYE CARE, INC.
2. The name and address of the registered agent and office is:

Mitchell J. Cook, P.A.
3706 North Roosevelt Boulevard, Suite I
Key West, Florida 33040

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HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND 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.



Mitchell J. Cook - Registered Agent