

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((1105000134008 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0380

From:

Account Name : HOLBROOK, AKEL, COLD, STIEFEL & RAY, P.A.
Account Number : I20020000128
Phone : (904) 356-6311
Fax Number : (904) 356-7330

FILED
05 MAY 27 PM 1:39
SECRETARY OF STATE
OF FLORIDA

BASIC AMENDMENT

DAYTONA VISION CENTER, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$43.75

RECEIVED
05 MAY 27 AM 8:00
DIVISION OF CORPORATIONS

Electronic Filing Menu

Corporate Filing

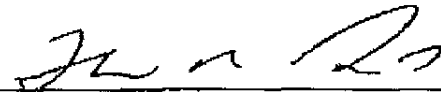
Public Access Help

; H05Q00134008 3

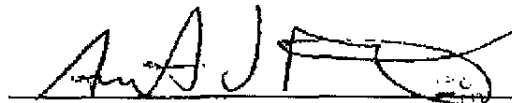
**CONSENT TO ACTION WITHOUT A MEETING OF THE
SHAREHOLDERS OF DAYTONA VISION CENTER, INC.**

Pursuant to the authority contained in Section 607.0704, Florida Statutes, the undersigned, being all of the shareholders of the Corporation, hereby consent to the adoption of the following resolution, this 4 day of December, 2004.

RESOLVED, that the Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto as Exhibit "A" and incorporated herein, are hereby approved and adopted as of the date set forth above.



Theodore M. Brink, Shareholder



Anthony Potochick, Shareholder

FILED
05 MAY 27 PM 1:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DAYTONA VISION CENTER, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby amends and restates the Articles of Incorporation of DAYTONA VISION CENTER, INC., pursuant to the provisions of Section 607.067, Laws of the State of Florida.

ARTICLE I

The name of this corporation is: DAYTONA VISION CENTER, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The operation of a Pearle Vision, Inc. retail optical business. This corporation shall not engage in any business activity other than that which is directly related to the operation of the Pearle Vision, Inc. retail optical business or such other business operation as shall be approved in writing by Pearle Vision, Inc.

To exercise all the powers now granted to this type of corporation under Florida law and all powers subsequently authorized or granted by law to private corporations subject to the restriction on business activity contained in the preceding paragraph.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of Common Stock of par value of
\$1.00 per share.

Cumulative voting shall not be permitted.

FILED
MAY 27 PM 1:39
CLERK OF STATE
TALLAHASSEE, FLORIDA

H05000134008 3

The total number of shareholders in the corporation shall not exceed five (5) individuals. The corporation shall neither encumber nor assign, nor permit the transfer of any stock in the corporation, without the prior written consent of Pearle Vision, Inc. The transfer of stock of this corporation is subject to the terms and conditions of a Franchise Agreement with Pearle Vision, Inc. All issued shares of this corporation must be certificated and the corporation must submit a copy (front and back) of all issued stock certificates to Pearle Vision, Inc.

The stock certificates shall contain the following legend: "The transfer of this stock is subject to 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 IV

This corporation is to exist perpetually and its corporate existence shall begin effective on the date of filing.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is c/o Pearle Vision Center, Suite 188, Volusia Mall, 1700 International/Speedway Boulevard, Daytona Beach, FL 32114.

ARTICLE VI

The corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time, by bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Michael L. Hay, O.D.	Suite 188, Volusia Mall 1700 International/Speedway Boulevard Daytona Beach, FL 32114

Theodore M. Brink, O.D.

11460-1 San Jose Boulevard
Jacksonville, FL 32223

ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation

are:

Name

Address

II. Leon Holbrook, III

One Independent Drive, Suite 2301
Jacksonville, FL 32202

ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the corporation

H05000134008 3

shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, FL, 32202, and the registered agent at that same address is H. Leon Holbrook, III.

ARTICLE XI

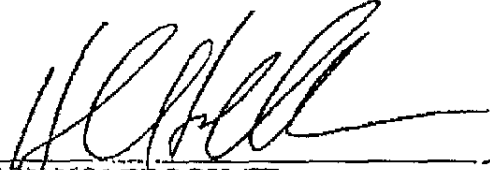
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon and by Pearle Vision, Inc.



H. LEON HOLBROOK, III

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



H. LEON HOLBROOK, III