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THOMAS E. CONE, JR., P.A.

150-A Whitaker Rd. Lutz, FL 33549-7611 Attorney and Counselor at Law

813 / 949-9698 813 / 949-1342 FAX 866 / 949-9698 Toll Free

tcone@ix.netcom.com

January 20, 2004

TRANSMITTAL LETTER

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

SUBJECT: Value Vision of Temple Terrace, Incorporated

FROM:

Thomas E. Cone, Jr., Esq. Thomas E. Cone, Jr., P.A. 150-a Whitaker Rd. Lutz, Florida 33549-7611

For further information concerning this matter, please call Thomas E. Cone, Jr., Esq. at (813) 949-9698.

Enclosed are an original and two (2) copies of the Articles of Incorporation and a check for:

\$87.50 for Filing Fee, Certificate of Status & Certified Copy

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ARTICLES OF INCORPORATION OF VALUE VISION OF TEMPLE TERRACE, INCORPORATED

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In compliance with the requirements of F.S. Chapter 607, the undersigned hereby acts as an incorporator in adopting and filing the following articles of incorporation for the surpose of organizing a business corporation.

ARTICLE I

The name of the Corporation is: Value Vision of Temple Terrace, Incorporated.

ARTICLE II

The street address of the principal office of the Corporation is: 11506 N. 56th St., Temple Terrace, FL 33617.

ARTICLE III

The corporation is organized for the purpose of transacting any or all lawful business, except that it shall not be permitted to engage in the practice of Optometry as defined in Ch. 463, Florida Statutes.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is 2000, par value \$1 per share, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V

The initial street address of the Corporation's registered office is: 150a Whitaker Rd., Lutz, Florida, 33549-7611. The initial registered agent for the Corporation at that address is: Thomas E. Cone, Jr.

ARTICLE VI

The initial board of directors shall consist of two members. This number may be increased or decreased from time to time in accordance with the Corporations's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Names

Addresses

Clayton T. Blick

6743 US Hwy 98 Lakeland, FL 33809

11506 N. 56th St. Temple Terrace, FL 33617

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Thomas E. Cone, Jr., Esq.

150a Whitaker Rd. Lutz, FL 33549-7611

ARTICLE VIII

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation.

Thomas E. Cone, Jr., Esq.

Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Value Vision of Temple Terrace, Incorporated at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

Thomas E. Cone, Jr. Registered Agent

Date