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SECRETARY OF THE
MASSACHUSETTS

10/4/04

SCOTT E. SIMPSON, P.A.
of
KOREY, SWEET, McKINNON, SIMPSON & VUKELJA
Attorneys and Counselors at Law
A Partnership Including Professional Associations

Robert Kit Korey, P.A.
Jeffrey C. Sweet
Noah C. McKinnon, Jr., P.A.
Scott E. Simpson, P.A.
David A. Vukelja, P.A.

Suite A, Granada Oaks Professional Building
595 West Granada Boulevard
Ormond Beach, Florida 32174
(386) 677-3431-Telephone
(386) 673-0748-Telefax

September 28, 2004

Florida Department of State
Division of Corporations
PO Box 6327
409 East Gaines Street
Tallahassee, FL 32314

Re: Articles of Incorporation of **BDS OPTICAL, INC.**

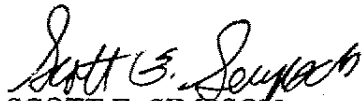
Dear Sir or Madam:

Enclosed please find the following:

- Original executed Articles of Incorporation for **BDS OPTICAL, INC.**
- Check in the amount of \$78.75 (filing fee, registered agent fee and certified copy fee)
- Return self-addressed envelope

Thank you for your attention to this matter.

Very truly yours,



SCOTT E. SIMPSON

SES/ss

Enclosures

ARTICLES OF INCORPORATION
OF
BDS OPTICAL, INC.

FILED
04 OCT -1 AM 11:05
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

ARTICLE 1. NAME. The name of the Corporation is:

BDS OPTICAL, INC.

ARTICLE 2. DURATION. This corporation shall have perpetual existence commencing on the date that these Articles are formally accepted by the office of the Secretary of State for the State of Florida.

ARTICLE 3. PURPOSE. The general purposes for which the Corporation is organized are the following:

A.. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK. The aggregate number of shares which the Corporation is authorized to issue is ONE HUNDRED (100) shares of common stock. Such shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. ADDRESS. The street address of **BDS OPTICAL, INC.** is the following:

3121 Bridgestone Drive
Jacksonville, FL 32116

The mailing address of **BDS OPTICAL, INC.** is the following:

3121 Bridgestone Drive
Jacksonville, FL 32116

ARTICLE 6. PRE-EMPTIVE RIGHTS. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series in that which he already holds, shall have the right to purchase this pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 7. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial Registered Office of the Corporation is 595 W. Granada Blvd., Suite A, Ormond Beach, Florida 32174 and the name of its initial Registered Agent at that address is **SCOTT E. SIMPSON, Esquire**

ARTICLE 8. BOARD OF DIRECTORS. The Incorporators, as hereinafter set forth, agree that there will be no board of directors for this corporation and that the responsibilities and duties normally performed by the board of directors shall be performed by the shareholders of this corporation.

ARTICLE 9. INCORPORATORS. The name and address of each Incorporator is as follows:

Beau Shiflet
3121 Bridgestone Drive
Jacksonville, FL 32116

ARTICLE 10. INDEMNIFICATION. This corporation shall indemnify any officer to the full extent of the law.

ARTICLE 11. AMENDMENT. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to same, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on

this 18th day of September, 2004.

Beau Shiflet
BEAU SHIFLET

**STATE OF FLORIDA
COUNTY OF VOLUSIA**

Before me personally appeared **BEAU SHIFLET**, known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

The foregoing instrument was acknowledged before me this 18th day of September, 2004, by **BEAU SHIFLET** () who is personally known to me, or (☒) who produced a Florida driver's license as identification.

Steph Strasser
Notary Public STRASSER
State of Florida
Commission No. 162788
My Commission Expires November 4, 2006
Bondsman
Notary Public Underwritten
PUBLIC, STATE OF FLORIDA

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

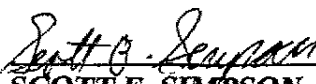
Pursuant to Florida Statute 48.091, the following is submitted in compliance with said Act;

First, **BDS OPTICAL, INC.** desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, has named **SCOTT E. SIMPSON**, Esquire, 595 W. Granada Blvd., Suite A, Ormond Beach, Florida 32174, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 18th day of September, 2004.



SCOTT E. SIMPSON, Esquire
As Registered Agent
Scott E. Simpson, P.A.
Florida Bar No.: 936080
595 W. Granada Blvd., Suite A
Ormond Beach, FL 32174