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for 2/10/05

**BLOOM  
BALLEN &  
FREELING**  
ATTORNEYS AT LAW

2295 NW CORPORATE BOULEVARD • SUITE 117  
BOCA RATON, FLORIDA 33431  
TEL: 561-864-0000 • FAX: 561-864-0001  
E-MAIL: BBLAW@BLOOM-BALLEN.COM

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MICHAEL A. FREELING\*\*  
ALSO ADMITTED IN  
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NEW YORK OFFICE:  
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4TH FLOOR  
WHITE PLAINS, NY 10601  
TEL: 914-421-3085  
FAX: 914-686-5141

January 21, 2005

**VIA OVERNIGHT MAIL**

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

ATTN: New Filings

RE: Filing of Articles of Incorporation of  
EYEGLOSS-MART, Inc.

RECEIVED  
FEB 10 11 30 AM  
TALLAHASSEE, FLORIDA

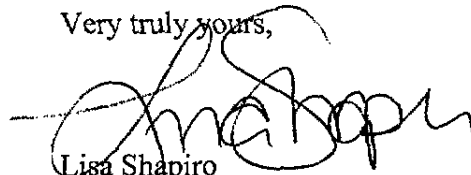
Dear Department of State:

Please find enclosed the following documentation in accordance with the above-referenced new Incorporation filing:

1. Articles of Incorporation; and
2. Check made payable to the Department of State in the amount of for the filing fee of \$185.00. (\$155.00 filing fee plus \$30.00 for certified copies);

Thank you for your immediate attention and if you have any questions please feel free to contact me toll free at 800-805-8305.

Very truly yours,



Lisa Shapiro  
Legal Assistant

/s  
Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

February 3, 2005

BLOOM BALLEEN & FREELING, P.A.  
2295 NW CORPORATE BOULEVARD  
SUITE 117  
BOCA RATON, FL 33431

SUBJECT: EYEGLOSS-MART, INC.  
Ref. Number: W05000004220

We have received your document for EYEGLOSS-MART, INC. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

Please correct article XII.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 605A00007736

2005 FEB 10 11 30 32  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

2005 FEB 10 PM 3:52

TALLAHASSEE, FLORIDA

January 26, 2005

BLOOM BALLENG & FREELING, P.A.  
2295 NW CORPORATE BOULEVARD  
SUITE 117  
BOCA RATON, FL 33431

SUBJECT: EYEGLASS-MART, INC.  
Ref. Number: W05000004220

We have received your document for EYEGLASS-MART, INC. and your check(s) totaling \$185.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please list the Florida street address for the registered agent.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 305A00005439

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**ARTICLES OF INCORPORATION**

2005 FEB 10 PM 3:52

**OF**

GALLAHAD SEC FLORIDA

**EYEGLOSS-MART, INC.**

The undersigned subscriber to these articles of incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE I - NAME**

The name of the corporation is EYEGLOSS-MART, INC.  
(hereinafter, "Corporation").

**ARTICLE II - PURPOSE OF CORPORATION**

This corporation is organized for the following purposes:

- a. To engage in any activity or business permitted under the laws of the United States and of the State of Florida.
- b. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office and mailing address of this corporation is 889 East Palmetto Park Road, Boca Raton, Florida 33432.

**ARTICLE IV - INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is:

Jonathan Bloom, Esq.  
Bloom Ballen & Freeling,  
Attorneys of Law  
2295 NW Corporate Blvd., Suite 117  
Boca Raton, Florida 33431

**ARTICLE V - DIRECTOR(S)**

The Director(s) of the Corporation shall be Albert Abitbol.

## **ARTICLE VI – OFFICERS**

The officers of the Corporation shall be:

President:     Albert Abitbol  
Secretary:    Albert Abitbol

## **ARTICLE VII – CORPORATE CAPITALIZATION**

7.1     The maximum number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is ONE THOUSAND (1,000) shares of common stock, each share having a par value of ONE DOLLAR (\$1.00).

7.2     The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.3     The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify and reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of stock.

## **ARTICLE VIII – SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE IX – CORPORATE POWERS**

The corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE X – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE XI – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE XII – REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is Jonathan Bloom, Esq., and the name of its initial registered agent at such address is 2295 NW Corporate Blvd., Suite 117, Boca Raton, Florida 33431.

#### **ARTICLE XIII – BYLAWS**

The Board of Director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.


#### **ARTICLE XIV – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE XV – AMENDMENT**

The corporation reserves the right to amend, adds to, or repeal any provision contained in these Articles of Incorporation, in the manner consistent with law and in conformity with the provisions set forth in the bylaws.

Executed by the undersigned on January 21, 2005

  
Jonathan Bloom, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT / REGISTERED OFFICE**

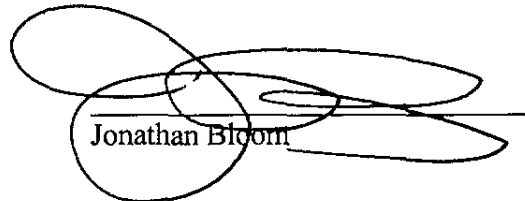
PURSUANT TO THE PROVISIONS OF FS SECTION 607.0501 OR FS SECTION 617.0501, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: EYEGLASS-MART, INC.
2. The name and street address of the registered agent and office is:

Jonathan Bloom, Esq.  
Bloom Ballen & Freeling  
2295 NW Corporate Blvd., Suite 117  
Boca Raton, Florida 33431

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.

Dated: February 1, 2005

  
Jonathan Bloom

2005 FEB 10 PM 3:52  
TALLAHASSEE FLORIDA