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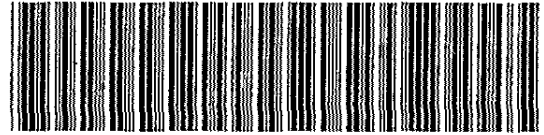
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KIMBROUGH & KOACH, LLP

Attorneys at Law

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February 4, 2005

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for **COFI Enterprises of Malbis, Inc.**

Dear Sir or Madam:

Enclosed please find the following:

1. Original Articles of Incorporation for COFI Enterprises of Malbis, Inc.;
2. My Firm's check in the amount of \$78.75, representing the following fees;

Filing Fee	\$	35.00
Registered Agent Fee		35.00
Certificate of Status		<u>8.75</u>
Total	\$	78.75

3. Copy of the Articles of Incorporation with stamped, addressed envelope attached for you use in returning a stamped copy of the filed Articles to me.

Please file the Articles, date stamp the copy and return the copy to me in the envelope that is enclosed. Any correspondence regarding this matter should be directed to:

Kraig H. Koach, Esquire
Kimbrough & Koach, LLP
1530 Cross Street
Sarasota, FL 34236
Phone: 941-951-1234

Thank you for your assistance.

Very truly yours,

KIMBROUGH & KOACH, LLP

Kraig H. Koach

Kraig H. Koach

KHK:jan
Enclosures

ARTICLES OF INCORPORATION
OF
COFI ENTERPRISES OF MALBIS, INC.

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

ARTICLE I

NAME

The name of the corporation shall be COFI ENTERPRISES OF MALBIS, INC. The principal place of business of this corporation shall be as follows:

Corporate Address:

620 N. MacEwen Drive
Osprey, Florida 34229

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the

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State of Florida, or any other state, country, territory or nation. Notwithstanding the foregoing, COFI ENTERPRISES OF MALBIS, INC., shall not engage in any business activity other than that which is directly related to the operation of a Pearle Vision retail optical or such other business operation as shall be approved in writing by Pearle Vision, Inc.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 500 shares, all of which shall be common shares with a par value of \$1.00 per share. The total number of shareholders of the corporation shall not exceed five (5) individuals. The corporation shall neither issue, encumber nor assign nor permit the transfer of any shares in the corporation without Pearle Vision, Inc.'s prior written consent. The transfer of shares 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 Bylaws of this Corporation.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

Kraig H. Koach, Esquire
KIMBROUGH & KOACH, LLP.
1530 Cross Street
Sarasota, Florida 34236

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of One (1) director initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The name and address of the person who shall serve as the initial director of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

TIMOTHY F. FINLEY
620 MacEwen Drive
Osprey, Florida 34229

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Name and street address

TIMOTHY F. FINLEY
620 MacEwen Drive
Osprey, Florida 34229

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, has executed these Articles of Incorporation this 4th day of February, 2005.



TIMOTHY F. FINLEY, Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 4th day of February, 2005, by TIMOTHY F. FINLEY, who is **personally known** to me or who produced _____ as identification, and who did take an oath.

Kraig H. Koach
Notary Public
My Commission Expires:



Kraig H. Koach
My Commission DD290375
Expires May 27 2008

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

In pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with
said act:

First, that COFI ENTERPRISES OF MALBIS, INC., desiring to organize under the laws of
the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of
Sarasota, County of Sarasota, State of Florida, has named KRAIG H. KOACH, Esquire, Kimbrough
& Koach, LLP, 1530 Cross Street, Sarasota, Florida 34236-7015, as its agent to accept service of
process within this State.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the above Corporation.
I accept the duties and obligations of Section 607.0505 Florida Statutes and agree to comply with the
provisions of all statutes relative to the proper and complete performance of my duties.


KRAIG H. KOACH, Esquire



Kraig H. Koach
My Commission DD290375
Expires May 27 2008

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