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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 652254 9029A

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pizote

ORDER DATE : October 14, 2005

ORDER TIME : 11:25 AM

ORDER NO. : 652254-005

CUSTOMER NO: 9029A

DOMESTIC FILING

NAME: OTICA BRASILEIRA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kathy Drake - EXT. 2959

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

OTICA BRASILEIRA, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

ARTICLE I

NAME: The name of this corporation is:

OTICA BRASILEIRA, INC.

ARTICLE II

PURPOSES AND POWERS: The general nature of business to be transacted by the corporation is as follows:

1. The corporation may engage in any activity of business which is permitted under the laws of the State of Florida.
2. And in general, to carry on any other business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.
3. And, further, to borrow or raise money for any purposes of the company, and to secure the same interest, or for other purposes, to mortgage all or part of the property corporeal or incorporeal rights or franchise of this company now owned or hereinafter acquired, and to create, issue, draw and accept and negotiate bonds and mortgages, bills

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of exchange, promissory notes or other obligations or negotiable instruments.

ARTICLE III

CAPITALIZATION: The maximum number of shares of stock this corporation is authorized to have outstanding at any time is FIVE HUNDRED (500) shares of common stock, having a par value of ONE AND 00/100 (\$1.00) DOLLAR per share.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with which this corporation will begin business is FIVE HUNDRED AND NO/100 (\$500.00) DOLLARS.

ARTICLE V

COMMENCEMENT AND DURATION: This corporation is to commence existence upon the filing of the Articles of Incorporation by the Department of State.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS: The name of this corporation shall be OTICA BRASILEIRA, INC., having its principal place of business at: 739 East Atlantic Boulevard, Pompano Beach, Florida, 33060, and a mailing address of: 739 East Atlantic Boulevard, Pompano Beach, Florida, 33060.

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida, and establish branch offices in any place within the State of Florida, as the said corporation may desire.

ARTICLE VII

DIRECTORS: This corporation shall have two (2) directors initially; the number of Directors may be increased from time to time by the laws adopted by the stockholders,

but shall never be less than two (2).

ARTICLE VIII

DIRECTORS: The names and addresses of the first Board of Directors of these Articles of Incorporation are as follows:

WILLIAM DWIN
Director

GIANNINA DWIN
Director

The names and addresses of the original officers are as follows:

WILLIAM DWIN
President, Treasurer

GIANNINA DWIN
Secretary

ARTICLE IX

INCORPORATORS AND SUBSCRIBERS: The Incorporator and Subscriber to all of the capital shares of the corporation is:

WILLIAM DWIN

ARTICLE X

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

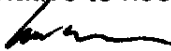
ARTICLE XI

REGISTERED AGENT: That WILLIAM DWIN, 1767 North University Drive, Plantation, FL 33322, is hereby named Registered Agent for this corporation to be its agent

and to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for OTICA BRASILEIRA, INC., at the place designated in this Article, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.



WILLIAM DWIN
Registered Agent

I, **THE UNDERSIGNED**, being the original Subscriber to the capital stock hereinabove named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby name, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and accordingly have hereunto set my hand and seal this 30th day of September, 2005.



WILLIAM DWIN

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

I **HEREBY CERTIFY** that on this day before me, a Notary Public, duly authorized in the State and County named above, to take acknowledgments, personally appeared WILLIAM DWIN, to me known to be the person who subscribed to the foregoing Articles of Incorporation, and he acknowledged to me that he did subscribe hereto for the uses and purposes therein mentioned and set forth.

WITNESS my hand and official seal in the State and County above set forth this 30th day of September, 2005.



Notary Public, State of Florida at Large

Print Name: **Judith B Noonan**

My Commission Expires:

