

DEC 12 2005 3:23PM CAPITAL CONNECTION

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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Avalon Vision, Inc.

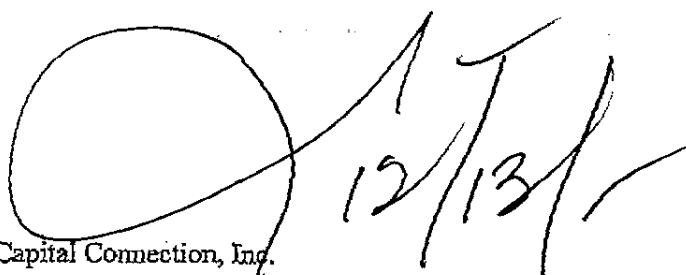
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Capital Connection, Inc.



DEC. 12. 2005 3:23PM CAPITAL CONNECTION

NO. 2444 P. 2/7

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
FOR
Avalon Vision, Inc.**

THE UNDERSIGNED hereby makes, subscribes, acknowledges and files with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a Corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of the Corporation shall be Avalon Vision, Inc.

ARTICLE II

Address

The initial street address of the principal office of this Corporation shall be:
7001 S.W. 97th Avenue, Miami, FL 33173.

ARTICLE III

Existence

This Corporation shall have a perpetual existence.

ARTICLE IV

Purpose

This Corporation is organized for the purpose of transacting any lawful business in the United States, and shall have all powers relating thereto, and to engage in and transact any lawful business for which corporations may be incorporated under the laws of the State of Florida.

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ARTICLE V**Capital Stock**

The aggregate number of shares of stock which the Corporation is authorized to issue is one hundred (100) shares of common stock with a par value of ten cents (\$1.00) per share. Holders of the capital stock shall not have any preemptive rights to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purpose.

ARTICLE VI**Initial Registered Office and Agent**

The street address of the Corporation's initial registered office is 7001 S.W. 97th Avenue, Miami, Florida and the name of the Corporation's initial registered agent is Anne L. Kardonski at such address. The Corporation may change its registered office or its registered agent or both at any time by filing with the Department of State of the State of Florida, a statement complying with Section 607.0502, Florida Statutes.

ARTICLE VII**Initial Board of Directors**

This Corporation shall have no less than Two (2) Directors. The number of Directors may be changed from time to time by the Board of Directors of the Corporation. The number of Directors constituting the initial Board of Directors of this Corporation is Three (3) and the name and address of that person who is to serve as such is as follows:

<u>Name</u>	<u>Address</u>
Anne L. Kardonski	7001 S.W. 97 th Ave. Miami, FI 33173
Andrew L. Carricarte	7001 S.W. 97 th Ave. Miami, FI 33173
Elaine Linares-Grant	7001 S.W. 97 th Ave. Miami, FI 33173

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ARTICLE VIII**Incorporators**

The name and address of the incorporators of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Anne L. Kardonski	7001 S.W. 97 th Ave. Miami, Fl 33173
Andrew m. Carricarte	7001 S.W. 97 th Ave. Miami, Fl 33173

ARTICLE IX**Officers**

The initial officers of the Corporation shall be a President, Secretary, and Treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents, and/or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers of this Corporation is as follows:

Office	Name & Address
PRESIDENT	Anne L. Kardonski 7001 S.W. 97 th Ave. Miami, Fl 33173
VICE PRESIDENT	Andrew L. Carricarte 7001 S.W. 97 th Ave. Miami, Fl 33173

ARTICLE X**Amendment of Articles of Incorporation**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by Florida Statutes, and all rights conferred upon the stockholders are subject to this reservation.

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ARTICLE XI

Indemnification


The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she was or is a Director or Officer of the Corporation, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including appeals.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not the Corporation has the power to indemnify him/her against such liability under the provision of this section.

IN WITNESS WHEREOF, WE, the undersigned incorporators, have executed these Articles for the uses and purposes therein stated.



ANDREW L. CARRICARTE



ANNE L. KARDONSKI

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

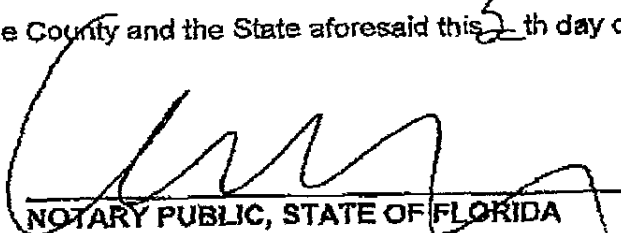
BEFORE ME, the undersigned authority, personally appeared ANNE L. KARDONSKI and ANDREW M. CARRICARTE, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

Witness my hand and seal in the County and the State aforesaid this 5th day of October, 2005.

December

My commission expires:





NOTARY PUBLIC, STATE OF FLORIDA

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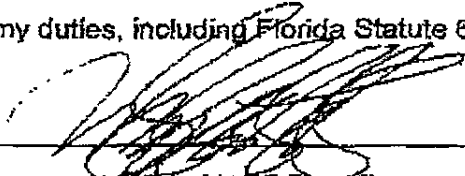
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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT
OF
AVALON VISION, INC.**

Having been named to accept service of process for the above corporation at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, including Florida Statute 607.0501(3).



ANNE L. KARDONSKI

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WAIVER OF NOTICE OF MEETING

OF

INCORPORATORS

WE, THE UNDERSIGNED, being the incorporators of AVALON VISION, INC. a corporation to be organized under the laws of the State of Florida, do hereby waive all the statutory requirements as to notice of the time, place and purpose of the first meeting of Incorporators of said corporation and the publication thereof, and consent that the meeting shall be held at 7001 S.W. 97th Avenue, in the City of Miami, State of Florida, on October 3, 2005, at 10:00 a.m., and we consent to the transaction of any and all business that may properly come before the meeting.



ANNE L. KARDONSKI



ANDREW L. CARRICARTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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