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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**WILL'S OPTICAL, INC.**

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**ARTICLES OF INCORPORATION  
OF  
WILL'S OPTICAL, INC.**

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I  
NAME AND LOCATION OF AGENT AND OFFICES**

Section 1.1 Name. The name of the corporation shall be: **WILL'S OPTICAL, INC.**

Section 1.2 Principal Office and Place of Business. The principal office of the corporation shall be located at 5647 Kingfish Dr, Lutz FL 33558, with a post office address which is the same. The principal place of business of the corporation shall be the same as the principal office. The corporation may change the location of the foregoing offices or the post office address, transact business at other places within or without the State of Florida and establish branch offices within or without the State of Florida, all as the Board of Directors may from time to time determine.

Section 1.3 Registered Agent and Office. The Registered Agent for the corporation to accept service of process within the State of Florida shall be WILLIAM ROMAN Jr.. The street address of the Registered Agent, which shall be the Registered Office, shall be 5647 Kingfish Dr., Lutz FL 33558

**ARTICLE II  
DURATION AND COMMENCEMENT**

Section 2.1 Duration. The Corporation shall have perpetual existence, or until dissolved according to law.

Section 2.2 Commencement of Corporate Existence The corporation's existence shall commence on the date of subscription and acknowledgement hereof which date shall be no more than 5 days prior to the filing hereof by the Department of State.

### **ARTICLE III**

#### **PURPOSE AND POWERS**

Section 3.1 Purpose The general purpose for which the corporation is initially organized shall be to transact any and all lawful business for which a corporation may be incorporated under the laws of Florida. And to do everything necessary or convenient for the accomplishment of said purpose, and to do all other things incidental thereto or connected therewith that are not prohibited by law, and to carry out said purpose in any state, territory, country, to the extent, not prohibited by law therein.

Section 3.2 Powers The corporation shall have and exercise all of the corporate powers enumerated in or otherwise permitted under the Florida General Corporation Act.

### **ARTICLE IV**

#### **AUTHORIZED SHARES**

Section 4.1 Class, Number and Par. The shares of stock authorized hereunder shall not be divided into classes and shall consist of one class of common stock only. The aggregate number of shares of stock which the corporation shall be authorized to issue and have outstanding at any one time shall be limited to one thousand (1,000) shares at one dollar (\$1.00) par value.

Section 4.2 Consideration. The consideration for the issuance of said shares, or any part thereof, shall be money current of the United States of America, or property or services of value at least equivalent to the stock issued as fixed and determined by the Board of Directors of said corporation. Whenever any share or shares of stock are issued in consideration of payment to be made in property or in services, the fair and just value of consideration for the issuance of said stock shall be affixed by stock of the corporation which shall be issued for the consideration, or for not less than the consideration in cash, property or services, shall be fully paid and non-assessable.

Section 4.3 No Preemptive Rights. The shareholders of the corporation shall have no preemptive rights granted by the Articles of Incorporation to acquire unissued or treasury shares of the corporation or securities of the corporation convertible into or carrying a right to subscribe to acquire shares.

Section 4.4 Plurality Voting Shareholder voting shall be on a plurality basis. The shareholders of the corporation shall not be entitled to vote their shares cumulatively in elections for the Board of Directors.

**ARTICLE V**  
**GENERAL**

Section 5.1 Amendment. The Articles of Incorporation may be amended from time to time only by action of the Board of Directors and the shareholders in accordance with applicable law.

Section 5.2 Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one director initially. The names and addresses of the initial member of the Board of Directors is:

NAME:	ADDRESS
William Roman Jr.	5647 Kingfish Dr.
	Lutz, FL 33558

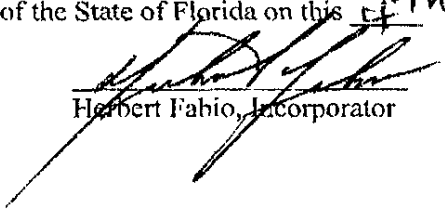
The number of directors may be increased from time to time by an amendment to the bylaws. All directors shall be selected as provided by the by-laws.

**ARTICLE VI: INCORPORATOR**

The name and address of the incorporator is as follows:

HERBERT FABIO  
9507 SW 160<sup>th</sup> Street  
Suite 280  
Miami, FL 33157

IN WITNESS WHEREOF, I have hereunto set my hand and acknowledged and filed the foregoing Article of Incorporation under the laws of the State of Florida on this 5<sup>th</sup> day of September, 2007.

  
Herbert Fabio, Incorporator

*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 to act in this capacity. I further agree to comply with the provision of 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*

  
William Roman Jr., Registered Agent

9/4/07  
Date