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(Requestor's Name)

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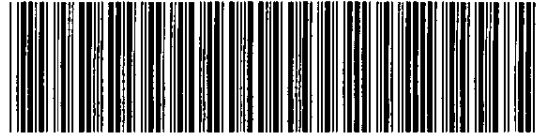
(Business Entity Name)

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# SACHS & SAX

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HELENE COHEN ROSEN, ESQ  
hrosen@sslawfl.com

November 27, 2007

**VIA OVERNIGHT MAIL**

Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301  
Attn: New Filings

**Re: Optical Centers of America, Inc.  
Our File No.: 7127.01**

To Whom it May Concern:

Enclosed please find the original Articles of Incorporation regarding the above-referenced matter for filing. Also enclosed is check #1488 payable to the Department of State as payment for the following:

Filing Fees	\$ 35.00
Registered Agent Designation	35.00
1 Certified Copy	<u>8.75</u>
<b>TOTAL</b>	<b>\$ 78.75</b>

Kindly forward the Certified Copy to the undesigned. Your cooperation is greatly appreciated.

Very truly yours,

SACHS & SAX

Arlen M. Castillo, Legal Assistant to  
Helene Cohen Rosen

:amc  
Enclosure

**ARTICLES OF INCORPORATION  
OF  
OPTICAL CENTERS OF AMERICA, INC.**

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

**ARTICLE I**

The name and initial address of this Corporation shall be:

OPTICAL CENTERS OF AMERICA, INC.  
11254 Boca Woods Lane  
Boca Raton, Florida 33428

**ARTICLE II**

This Corporation may engage in any activity or business permitted under the laws of the State of Florida.

**ARTICLE III**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>NUMBER OF SHARES AUTHORIZED</u>	<u>PAR VALUE PER SHARE</u>	<u>CLASS OF STOCK</u>
100,000	\$.01	Common

The consideration for all of the said stock shall be payable in cash, property, real or personal, labor or services in lieu of cash, at a just valuation to be fixed by the Board of Directors of this Corporation.

**ARTICLE IV**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

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TALLAHASSEE, FLORIDA

**ARTICLE V**

The name and address of the initial registered agent for this Corporation shall be: Herbert M. Gross, 11254 Boca Woods Lane, Boca Raton, Florida 33428.

**ARTICLE VI**

This Corporation shall have at least one director, with the exact number to be specified by the stockholders from time to time unless the stockholders shall, by a majority vote thereafter, determine that the Corporation be managed by the stockholders.

**ARTICLE VII**

The name and address of the first director(s) of the Corporation, who shall hold office for the first year or until his successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Herbert M. Gross	11254 Boca Woods Lane Boca Raton, Florida 33428
Paul Silver	11254 Boca Woods Lane Boca Raton, Florida 33428

**ARTICLE VIII**

The name and address of the incorporator is:

Herbert M. Gross	11254 Boca Woods Lane Boca Raton, Florida 33428
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**ARTICLE IX**

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who

is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

**ARTICLE X**

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

**ARTICLE XI**

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this \_\_\_\_ day of November, 2007.

  
\_\_\_\_\_  
Herbert M. Gross


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

In compliance with the laws of the State of Florida, the following is submitted:

First - That desiring to organize under the laws of the State of Florida, has named Herbert M. Gross as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 21st day of November, 2007

  
Herbert M. Gross  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED