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LAW OFFICE OF
MYRON B. BERMAN, P.A.

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412 SOUTHEAST 18TH STREET
FORT LAUDERDALE, FLORIDA 33310
(305) 537-5222
(305) 021-0281

April 29, 1995

Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

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Attention: New Corporate Filing

Re: New Filing
Basics International Inc.

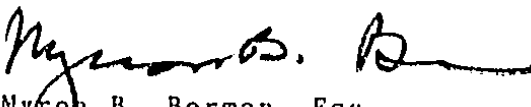
Gentlemen:

Enclosed herein you will find the Articles of Incorporation for the new corporation to be formed and known as Basics International Inc. together with my client's check in the amount of \$122.50.

Please return a conformed copy of the Articles to me.

Thank you for your cooperation in this matter and in the event that there is additional information that you require please advise and I shall forward the information to you forthwith.

Very truly yours,


Myron B. Berman, Esq.

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and stockholders.

5. Increase and diminish, by vote of its shareholders, or members, cast as the by-laws may direct, the number of directors, managers and trustees of this corporation, and the Resident Agent for Service of Process providing that the number shall never be less than one (1). That the Provisions of these Articles of Incorporation shall be strictly construed and governed by the by-laws of the corporation and the applicable General Corporate Laws of the State of Florida.

5. Make and enter into all contracts necessary and proper for the conduct of its business.

7. a. Conduct business, have one or more offices, in and buy, sell, mortgage, convey or offer, franchises, in territories and possession and dependencies of the United States, the District of Columbia, and in foreign countries.

b. Purchase the corporate assets of any other corporation and engage in the same character of business.

c. Acquire, enjoy, utilize and dispose of patents, copyrights, and trademarks, and any licenses or other rights and interests therein or thereunder.

d. Take, hold, sell and convey such property as may be necessary in order to obtain or secure the payment of indebtedness or liability to it.

8. a. Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of its shares of stock or any bonds, securities, or other evidence of indebtedness, created by or owned by any corporation, public or closed, of

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this State or of any other State, or any foreign country, or domestic or foreign government, while such owner of such stock to exercise all of the rights, powers, and privileges of ownership, including the right to vote such stock.

b. Purchase, hold, sell, transfer shares of its own stock provided that no corporation shall purchase any of its own capital stock except from surplus of its assets over its liabilities including capital. Shares of its own capital stock, owned by the corporation shall not be voted directly or indirectly or counted as outstanding for the purposes of any shareholder's quorum or vote.

9. Do all and everything necessary and proper for the accomplishment of the objectives enumerated in this its Certificate of Incorporation.

10. a. Contract debts and borrow monies at such rates of interest not to exceed the lawful rate of interest and upon the terms as its Board of Directors may deem necessary and expedient, and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes, and other evidence or and execute such mortgages or other instruments encumbering its property or credit to secure the payment of money borrowed or owing by it, as the occasion may require, and the Board of Directors deem expedient.

b. Provision may be made in such instruments for the transferring of corporate property of every kind and nature then belonging to or thereafter acquired by such corporation as security for any bonds, notes, debentures, or other evidence

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DIRECTOR

of indebtedness issued or debts or monies due and owing by said corporation.

c. In case of sale of any property by virtue of such instrument or foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instrument enumerated or conveyed, as belonged to the corporation executing the instrument or contracting the debt.

11. This corporation has the power to make gifts for educational, scientific, or charitable purposes, Said gifts and allowances to be determined by a majority of the Board of Directors, and only after the approval of the majority of the shareholders shall said gift be allowed.

ARTICLE III

In addition to the foregoing this corporation shall have as its principal business objective the following:

The manufacture, sale, distribution, both wholesale and retail of optometric equipment, cabinetry, edgers, lenses and the preparation and packaging as well as sales, and any and all items related to the development of optometric laboratories and facilities. This corporation may sell nationally and internationally, and may sell franchises and dealerships, upon terms and conditions agreeable to the Board of Directors and in conformity with Law. The franchises and dealerships shall include exclusive and non-exclusive agreements.

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Said corporation may engage in any and all types of associated or related businesses and may pursue any and all business objectives in accordance with these Articles of Incorporation, and in accordance with the Laws of the State of Florida.

ARTICLE IV

The total amount of capital stock authorized by this corporation shall be One hundred (100) shares of par value stock. Each share shall have a par value of \$5.00 (Five) , and the stock herein enumerated shall be preferred stock having one (1) vote per share with a total voting stock in the amount of one hundred shares.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

This corporation shall begin business with capital in the amount of \$500.00 (Five) , and said monies shall be deposited in the following bank:

Executive National Bank

Kendall Drive

Miami, FL 33186, a banking corporation,

in cash, for the sole purpose of beginning this corporation.

ARTICLE VII

This corporation shall maintain its principal place of business at:

12178 S.W. 128th Street

Miami, FL 33186

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ARTICLE VIII

There shall be no less than one (1) director of this corporation nor more than seven (7) at all times who shall constitute the Board of Directors of said corporation.

ARTICLE IX

The following named persons shall constitute the first Board of Directors of said corporation and shall hold office for the first year of existence of said corporation. These Directors shall hold office until a vote of the shareholders is held and their successors are elected or appointed:

| | |
|--------------------------|-------------------------|
| Gerald Askowitz | Gershon Berman |
| 12178 S. W. 128th Street | 12178 S.W. 128th Street |
| Miami, FL 33186 | Miami, FL 33186 |

| | |
|-------------------------|-------------------------|
| Ian Rosenfield | Marc Berman |
| 12178 S.W. 128th Street | 12178 S.W. 128th Street |
| Miami, FL 33186 | Miami, Florida 33186 |

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ARTICLE X

The following named persons and their addresses appear as subscribers to these Articles of Incorporation:

Ian Rosenfield
12178 S.W. 128th Street
Miami, FL 33186

Gershon Berman
12178 S.W. 128th Street
Miami, FL 33186

Marc Berman
12178 S.W. 128th Street
Miami, FL 33186

Gerald Askowitz
12178 S.W. 128th Street
Miami, FL 33186

ARTICLE XI

This corporation shall have the power to incur any and all liabilities and debts in pursuance of its corporate purpose. Said debts and liabilities shall be paid out of the corporate treasury upon the signature of Gershon Berman, President, or Marc Berman, Secretary, one signature required for each check.

No single officer, director or agent shall have the privilege of instituting legal action, claim, settlement, release, satisfaction or discharge or other legal process without the advise and consent of the Board of Directors by and through a majority of said Board of Directors. In the event that an officer, director, or agent so carries or acts so as to incur liability without the consent and approval of the Board of Directors, said acts shall be as a nullity to said corporation, and the corporation shall not be liable nor

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responsible therefore.

ARTICLE XII

The officers to conduct business and the affairs of this corporation for the first year of operation and thereafter until a vote of the shareholders shall be as follows:

| | |
|-----------------|----------------|
| Gershon Berman | President |
| Marc Berman | Secretary |
| Gerald Askowitz | Treasurer |
| Ian Rosenfield | Vice President |

DESIGNATION OF RESIDENT AGENT FOR SERVICE OF PROCESS AND RESIDENCE OF SAID RESIDENT AGENT:

That the following named person is herein designated as the Resident Agent for Service of Process and his residence is herein set forth, and by executing these articles of incorporation said Resident Agent acknowledges and accepts said designation:

Myron B. Berman, Esq.
12178 S.W. 128th Street
Miami, FL 33186'

ARTICLE XIII

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This corporation's stock shall be voting stock, each share with a par value of \$5.00 (Five) per share of stock, one hundred (100) shares shall constitute the total outstanding capital stock which shall be distributed as follows:

GERALD ASKOWITZ-----30 shares
GERSHON BERMAN-----30 Shares
MARC BERMAN-----10 shares
IAN ROSENFELD -----30 shares

ARTICLE XIV

Should any shareholder of this corporation desire to sell his or her corporate stock, he may do so subject to the following conditions:


Prior to selling any corporate stock to any person not a shareholder in this corporation he or she shall first offer his or her shares of stock to all remaining shareholders of this corporation. Said offer shall be in writing, and shall be sent via United States Mail, Certified, Return, Receipt, Requested. This offer shall state that it is made in accordance with this Article and shall set forth the price, either market value or book value, whichever is greater, at which price the stock is offered. The stockholders receiving such an offer pursuant to this Article, may accept or reject the same, in writing within 90 days of the receipt of said offer. Upon

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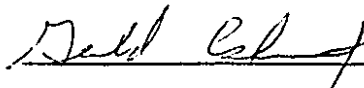
acceptance of the purchase price, as per the offer, the monies shall be placed in escrow with a bona fide title company or practicing attorney. In the event that the offeror does not receive written notice of the acceptance together with the notice of deposit of the purchase price in escrow, within 90 days after said offer, the offeror shall be free to sell his or her stocks for an amount equal to or greater than that made in the original offer, and the offeror must find an individual desirous of purchasing said stock at the aforementioned price, who shall be compatible with the unanimous approval of the Board of Directors of the corporation, and the remaining shareholders prior to said sale being valid. Each share of stock of this corporation shall bear the following legend:

"This Corporation's Certificates are subject to a Charter restriction and may not be transferred without strict compliance therewith."

IN WITNESS WHEREOF, the stockholders and subscribers have hereunto set their hands and seals this 27 day of April 1995.



GERSHON BERMAN



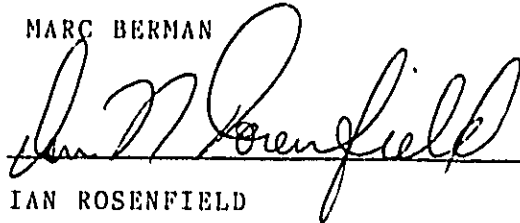
GERALD ASKOWITZ



MARC BERMAN

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MARC BERMAN


IAN ROSENFELD

Sworn and Subscribed to
before me this 27 day of

April, 1995.

JAMES McCOWN
Notary Public, State of Florida
My Comm. expires Aug. 3, 1997
No. GC305031

Notary Public

JAMES McCOWN
Name Printed

My Commission Expires:

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS STATE,
AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 607.34, Florida Statutes, the
following is submitted, in compliance with said Act:

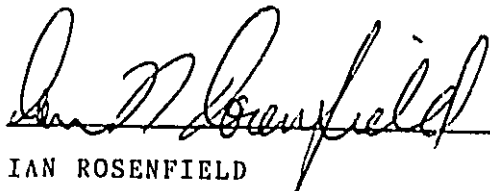
That BASICS INTERNATIONAL, INC. is desirous of organizing
as a corporation under the Laws of the State of Florida, with
its principal Place of business being in the City of Miami
County of Dade State of Florida and has named Myron B. Berman,
Esq. located at 12178 S.W. 128th Street, Miami, FL 33186 as
its Resident Agent to accept service of process within this
State.

ACKNOWLEDGMENT:

Having been named to accept service of process of the

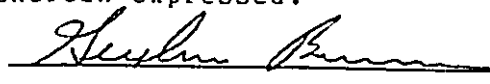
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IAN ROSENFELD

STATE OF FLORIDA :
COUNTY OF DADE : SS:

BEFORE ME the undersigned officer duly authorized to administer oaths and take acknowledgments did personally appear GERSHON BERMAN, GERALD ASKOWITZ , MARC BERMAN AND IAN ROSENFELD, to me well known or having identified themselves by means of a valid driver's license, and they having been first duly cautioned and sworn, they have advised that they are the persons who are described in the Articles of Incorporation, and who have signed the same, for the purposes set forth in said document, and that they have signed the same freely and voluntarily for the purposes therein expressed.

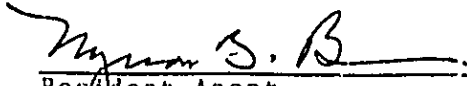

GERSHON BERMAN


GERALD ASKOWITZ



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above stated corporation, at the place designated in this certificate. I hereby accept to act in this capacity and agree to comply with the provisions of this Act relative to keeping open said office.



Resident Agent
Myron B. Berman, Esq.

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