

P95000036748  
Myron M. Stevens  
3223 SOUTH ATLANTIC AVENUE, #606  
COCOA BEACH, FLORIDA 32931

(407) 784-8255

May 2, 1995

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700001479257  
-05/08/95--01097--001  
\*\*\*\*245.00 \*\*\*\*122.50

Re: EYEWEAR CENTER OF EDGEWATER, INC.  
EYEWEAR CENTER OF FLAGLER COUNTY, INC.

Enclosed please find originals, duly executed, and copies of proposed Articles of Incorporation for each of the above referenced corporations, the names of which I was advised by phone were available as of the 26th of April, and on which date I sent the Secretary of State \$70.00 to reserve each of these names.

Enclosed also find my check, payable to the Florida Department of State, Division of Corporations in the amount of \$245.00 to cover the cost of filing (\$35), designation/acceptance as a resident agent (\$35), and a certified copy of the Articles (\$52.50) for each of these proposed corporations.

I trust you will find the enclosures in order and able to promptly file the proposed Articles and forward a certified copy of the filed Articles to my address stated above.

Very truly yours,

Myron M. Stevens

MMS/g  
Encl. as stated

FILED  
MAY - 8 1995  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MAY 10 1995  
MAY 10 1995

MAY 10 1995  
BSB

ARTICLES OF INCORPORATION  
OF  
EYEWEAR CENTER OF EDGEWATER, INC.

FILED  
05 MAY -8 AM 8:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be  
EYEWEAR CENTER OF EDGEWATER, INC.

The address of the principal office of this corporation shall be 435 Lambert Ave., Flagler Beach, Florida 32136, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation shall be to own, operate, manage, and engage in the manufacture and sale of eyeglasses and contact lenses; and to own, maintain, conduct, operate, and carry on the business of dispensing opticians, and in the course of business, to buy, sell, ship, store, and otherwise use, deal in, acquire, and dispose of every kind of optical, ophthalmic, and scientific instrument, glass, lens, or equipment necessary or convenient to the operation of the general business of dispensing opticians; to enter into

agreements and financing arrangements to implement the business purposes.

This corporation may further engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

#### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1 par value per share.

#### ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be 435 Lambert Ave., Flagler Beach, Florida 32136, and the name of the initial designated registered agent at that address is Craig A. Henderson.

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE VII. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

ARTICLE VIII. AMENDMENT

The right to amend, repeal, or adopt any provisions contained in these Articles of Incorporation, or any amendment thereto, shall be proposed by either a majority of the Board of Directors or shareholders owning not less than 20% of the issued and outstanding shares of stock, and approved by the shareholders owning a majority of the stock entitled to vote thereon.

However, the Board of Directors may adopt or amend one or more amendments to the Corporation's Articles of Incorporation without shareholders' action as may be permitted under the provisions of Chapter 607 of the Florida Statutes.

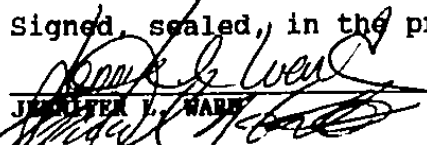
ARTICLE IX. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

Myron M. Stevens, 3223 So. Atlantic Ave.,  
#606, Cocoa Beach, Fl 32931.

IN WITNESS WHEREOF, the subscriber hereby sets his hand and seal this 1st day of MAY, 1995.

Signed, sealed, in the presence of:

  
MICHAEL HATMACHER  
State of Florida

County of Brevard

BEFORE ME, a Notary Public, in and for the  
State of Florida, personally appeared Myron M. Stevens,  
FLDL#S31505530240221

known to me personally, who executed the foregoing Articles of Incorporation of Eyewear Center of Edgewater, Inc., and he acknowledged before me that he executed same for the purposes therein expressed.

IN WITNESS WHEREOF, I have herunto set my hand and seal in said County and State this 1st day of MAY, 1995.

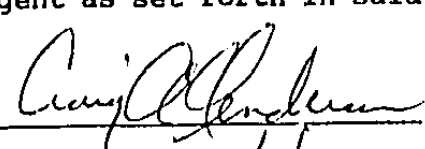
NOTARY PUBLIC, STATE OF FLORIDA,  
MY COMMISSION EXPIRES: July 16, 1995.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

  
NOTARY JENNIFER WARD

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF INCORPORATION

Having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, I, Craig A. Henderson, being familiar with the obligations of the position of a Registered Agent under Section 607.0505, Florida Statute, accept the designation as the Registered Agent as set forth in said Articles.

  
Dated this 5/2/95