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VINCENT, CHOREY, TAYLOR & FEIL

A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

The Lenox Building, 3399 Peachtree Road
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June 21, 1995

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

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FILED
1995 JUN 26 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Incorporation of New Lens Corporation

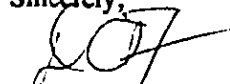
Gentlemen:

Enclosed with this letter please find the following documents for filing and handling by your office:

1. Articles of Incorporation of New Lens Corporation, together with a Certificate of Designation of Registered Agent;
2. One copy of the above, to be file stamped and returned to the undersigned;
3. A check in the amount of \$70.00 payable to the Department of State for the filing fee and designation of registered agent; and
4. A copy of the March 23, 1995 reservation letter pursuant to which the name "New Lenses Corporation" was reserved in my name. Please note that since the date of reservation, my client has decided to shorten its name to "New Lens Corporation". There should be no problem with this since I was the applicant for the reservation of the "New Lenses Corporation" name.

If you have any questions, please do not hesitate to call.

Sincerely,



David A. Flanigan, Jr.

F. CHESSEB JUN 27 1995

DFJ/bms
Enclosures

ARTICLES OF INCORPORATION
OF
NEW LENS CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

Article 1. Name. The name of the Corporation is New Lens Corporation.

Article 2. Principal Office. The address of the principal office, and the mailing address, of the Corporation shall be 1130 Hickory Street, Melbourne, Florida 32903.

Article 3. Capital Stock. The total number of shares of stock which the Corporation shall have authority to issue is not more than 10,000 shares of capital stock, all of which shall be designated "Common Stock." The shares of Common Stock shall have unlimited voting rights and shall be entitled to receive all of the net assets of the Corporation upon liquidation or dissolution.

Article 4. Registered Office and Registered Agent. The address of the initial registered office of the Corporation shall be 1130 Hickory Street, Melbourne, Florida 32903. The registered agent of the Corporation at such address shall be Charles A. Richards.

Article 5. Initial Directors. The initial Board of Directors shall consist of two (2) members, whose names and addresses are set forth below:


John W. Parlante
605 Cypress Point Street
Alpharetta, Georgia 30202

Ned Steinfeld
903 Mohawk Road
Franklin Lakes, New Jersey 07417

Article 6. Indemnification. The Corporation shall indemnify those Directors and officers of the Corporation whom it is entitled to indemnify under F.S.A. §607.0850 for those amounts authorized under said statutory provisions; provided, however, indemnification shall be made only upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is authorized under those provisions; provided further, however, the shareholders may approve additional indemnifications pursuant to F.S.A. §607.0850.

Article 7. Incorporator. The name and the address of the Incorporator is David A. Flanigan, Jr., Esq., Vincent, Chorey, Taylor & Feil, A Professional Corporation, Suite 1700, The Lenox Building, 3399 Peachtree Road, N.E., Atlanta, Georgia 30326.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.



David A. Flanigan, Jr., Incorporator

Suite 1700
3399 Peachtree Road, N.E.
Atlanta, Georgia 30326
404/841-3200

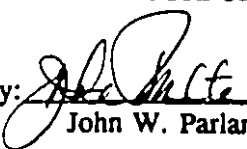
**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of Florida, submits the following statement designating the registered office and registered agent in Florida.

1. The name of the Corporation is New Lens Corporation.
2. The address of the registered office of the Corporation shall be 1130 Hickory Street, Melbourne, Florida 32903.
3. The registered agent of the Corporation at such address shall be Charles A. Richards.


Dated: May 19, 1995.

NEW LENS CORPORATION

By: 
John W. Parlante, Chief Executive Officer

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

Dated: 5-22, 1995


Charles A. Richards

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 23, 1995

CT CORPORATION SYSTEM

The name NEW LENSES CORPORATION has been reserved for 120 days beginning March 23, 1995. The reservation number is R95000001268 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 595A00013174