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DATE: 01/02/1996 11:04 AM
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DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399
FAX: (904) 922-4000
ALIC COES BYT
FROM: EMPIRE CORPORATE KIT COMPANY
1492 W FLAGLER ST
SUITE 200
MIAMI FL 33135-6330 94
CONTACT: RAY STORMONT
PHONE: (305) 641-3894
FAX: (305) 641-3770
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.
NAME: OPTICAL OUTLET EXPRESS NO. II, INC.
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ARTICLES OF INCORPORATION
OF

OPTICAL OUTLETS EXPRESS NO. II, INC.

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

ARTICLE ONE

The name of the corporation is:

OPTICAL OUTLETS EXPRESS NO. II, INC.

ARTICLE TWO

The term of existence of the corporation is perpetual.

ARTICLE THREE

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Six Hundred (600) shares of common stock, without par value.

ARTICLE FIVE

The street address of the principal office, its mailing address and the initial registered office of the corporation is 14816 Military Trail, Delray Beach, FL 33484, and the name of the initial registered agent at that address is JOSE GONZALEZ.

ARTICLE SIX

The Board of Directors of the corporation shall consist of two (2) or such number as may be provided in the By-Laws. The names and addresses of the members of the first Board of Directors are:

JOSE GONZALEZ
14816 Military Trail
Delray Beach, FL 33484

Prepared By:

MICHAEL A. CURREA, ESQ.

1200 N.W. 78 Ave., #212

Miami, Florida 33126

(305) 470-9355

FL BAR NO.
198455

-2-

CLAYTON OLSEN, III
14816 Military Trail
Delray Beach, FL 33484

ARTICLE SEVEN

The names and addresses of the incorporators are:

JOSE GONZALEZ
14816 Military Trail
Delray Beach, FL 33484

CLAYTON OLSEN, III
14816 Military Trail
Delray Beach, FL 33484

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 6th day of December, 1995.

JOSE GONZALEZ

CLAYTON OLSEN, III

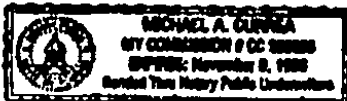
STATE OF FLORIDA)

COUNTY OF DADE)

On this 6th day of December, 1995, before
me, the undersigned authority, personally appeared JOSE
GONZALEZ, personally known to me or who produced a Florida
Driver's license for identification, and who acknowledged
that he executed the above and foregoing Articles of Incorporation for the purposes contained therein.

IN WITNESS WHEREOF, I have hereunto set my hand and
seal this 6th day of December, 1995.

My Commission expires:



Print Name: Michael A. Curran
NOTARY PUBLIC

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**CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,**

AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 887, Florida Statutes, the following information is submitted:

That OPTICAL OUTLETS EXPRESS NO. 11, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, in the City of Delray Beach, State of Florida, has named JOSE GONZALEZ the initial Registered Agent, located at 14818 Military Trail, Delray Beach, Florida 33484, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT AND ACCEPTANCE

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and I state that I am familiar with, and accept the obligations of such position, and I further agree to comply with the provisions of Chapter 48 of the Florida Statutes, relative to keeping open said office.

DATED this 6th day of January, 1996.


JOSE GONZALEZ

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TALLAHASSEE, FLORIDA

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OPTICAL OUTLET, INC.
2001 South Military Trail
West Palm Beach, Florida 33415

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December 7, 1995

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re.: Optical Outlets Express No. II, Inc.

Dear Sir/Madam:

This letter is to authorize the registration of the attached Articles of Incorporation for a new corporation to be known as Optical Outlets Express No. II, Inc.

We have no objection and do hereby consent to the use of this name by the new corporation, notwithstanding the similarity to that of our entity.

Should you have any questions on this matter, please do not hesitate to contact me.

Very truly yours,

OPTICAL OUTLET, INC.,

By: Lorraine Rice
LORRAINE RICE, President

LR/MAC/com

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TALLAHASSEE, FLORIDA

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