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February 21, 1996

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
FEB 22 11 12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: S & H OPTICAL CORPORATION, INC.

Dear Sir/Madam:

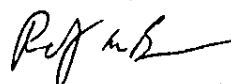
Enclosed herewith please find duplicate originals of Articles of Incorporation for S & H OPTICAL CORPORATION, INC., along with our check in the amount of \$122.50 as a filing fee. Also, enclosed is the original and one copy of a Certificate Designating Place of Business, etc.

Please return a certified copy of the Articles of Incorporation along with your charter certificate as soon as possible.

Thank you for your attention in this matter.

Very truly yours,

HEIDGERD, MARTIN & BENNIS, P.A.



Randy M. Bennis

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***122.50 ***122.50

RMB/lmb
Enclosures

cc: S & H Optical Corporation, Inc.

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ARTICLES OF INCORPORATION
OF
S & H OPTICAL CORPORATION, INC.

FILED
96 FEB 22 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby acknowledges the following Articles of Incorporation by and under the provisions of the Statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

The name of the corporation shall be:

S & H OPTICAL CORPORATION, INC.

ARTICLE II

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, viz:

A. To do any and all things related to the performance of a business performing eye examinations, selling eye glasses, contact lenses and accessories and other goods.

B. This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Florida Statutes and permitted under the provisions of Chapter 607, Florida Statutes, as such Chapter may be hereinafter amended; to include additional purposes and allowable transactions; and to otherwise do any and all things in a corporate capacity not otherwise inconsistent with the laws of the State of

Florida and the United States of America regulating corporations for profit.

ARTICLE III

This corporation is authorized to issue and have outstanding at any one time an aggregate number of One Hundred (100) shares of one class of common stock with a value of One Dollar (\$1.00) per share, which shall be the only class of stock issued by the corporation.

All of said stock shall be payable in cash, property, labor or services, at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The effective date of the corporate existence of this corporation shall be from the date of the filing of this charter with the Secretary of State of the State of Florida; and this corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE V

The corporation's initial Registered Agent and the Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT:	ROBERT GOLDSMITH
INITIAL REGISTERED OFFICE:	4991 N. W. 102nd Drive Coral Springs, Florida 33076
PRINCIPAL OFFICE AND MAILING ADDRESS:	6338 Lantana Road Lake Worth, Florida 33461

The corporation may have such other place of business, both within and without the State of Florida, and in foreign countries, as may be necessary or convenient.

ARTICLE VI

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one (1) or more than fifteen (15). The name and address of the director, who shall hold office for the first year or until his successor is chosen in accordance with the By-Laws properly implemented is:

ROBERT GOLDSMITH
6338 Lantana Road
Lake Worth, Florida 33461

ARTICLE VII

The name and address of the incorporator and subscriber hereto executing these Articles of Incorporation is: ROBERT GOLDSMITH, 4991 N. W. 102nd Drive, Coral Springs, Florida 33076.

ARTICLE VIII

The corporation shall indemnify each officer, incorporator, or director, to the full extent permitted by the laws of the State of Florida limited only as set forth in the By-laws. The corporation shall defend, indemnify and hold such officer, incorporator, or director harmless of and from any claims which may be presented against him arising out of his official actions on behalf of the corporation or the furtherance of the corporation's business. This indemnification shall be made so long as the actions were undertaken in good faith for the best interests of the corporation.

ARTICLE IX

The original incorporator of this corporation shall have the right, after the organization of same, to assign and deliver his

subscription of stock herein to any other persons who may hereafter become subscribers to the capital stock of this corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all of the rights, liabilities, and duties entailed by said subscription, subject to the laws of the State of Florida and the execution of this power.

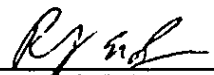
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 9th day of February, 1996.


ROBERT GOLDSMITH

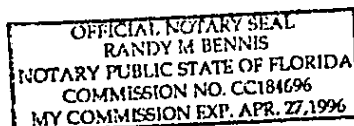
STATE OF FLORIDA)
) SS:
COUNTY OF Broward)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Robert Goldsmith who is well known to me to be the person of the name described in and who acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed, for the uses and purposes herein set forth and expressed. Robert Goldsmith provided Fl. Drivers Lic. as identification (or is personally known to me) and did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.


NOTARY PUBLIC, State of Florida
(Print Name: Randy M. Bennis)

My commission expires:



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

FILED
FEB 22 PM 1:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First--That S & H OPTICAL CORPORATION, INC. desiring to
organize under the laws of the State of Florida with its principal
office, as indicated in the Articles of Incorporation at City of
Lake Worth, County of Palm Beach, State of Florida has named ROBERT
GOLDSMITH located at 4991 N. W. 102nd Drive, City of Coral Springs,
County of Broward, State of Florida, as its agent to accept service
of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby agree to act in this capacity, accept appointment thereto,
and agree to comply with the provision of said Act relative to
keeping open said office.

Date: 2/9/96

BY: 
ROBERT GOLDSMITH
(Registered Agent)