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EMANUEL HAYT (1929-1983)
LILLIAN H. HAYT (1929-1983)
BERNARD D. LANDAU *
* RETIRED

April 18, 1996

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-04/23/96--01056--008
****122.50 ****122.50

Division of Corporations
New Filing
P.O. Box 6327
Tallahassee, FL 32314

Subject: 20/20 Eye Care, Inc.

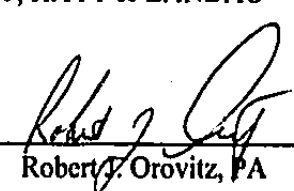
Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for 20/20 Eye Care, Inc., along with our check in the amount of \$122.50 for the filing of a new corporation.

If you have any questions or wish to discuss this matter further, please feel free to contact me.

Very truly yours,

HAYT, HAYT & LANDAU

By: 

Robert J. Orovitz, PA

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Enc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR 22 AM 9:57

FILED

AL APR 26 1996

ARTICLES OF INCORPORATION
OF
20/20 EYE CARE, INC.

FILED
96 APR 22 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is 20/20 EYE CARE, INC. The principal place of business of this corporation shall be 7395 S.W. 114 Street Miami, Florida 33156.

ARTICLE II - DURATION

The corporation is to exist perpetually.

ARTICLE III - PURPOSE

The corporation is organized for the sole and specific purpose of rendering professional services to engage in eye care and eye wear and for such other lawful purposes as are permitted under Chapter 607 of the Florida Statutes governing corporations.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 7395 S.W. 114 Street, Miami, FL 33156, and the name of the initial registered agent at that address is Andrea Koven.

ARTICLE VI - EXERCISE OF CORPORATE POWERS

All corporate powers of this corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed by the shareholders.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these Articles is:

Andrea Koven
7395 S.W. 114 Street
Miami, FL 33156

ARTICLE VIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation and subscribe thereto the 15 day of April, 1996.

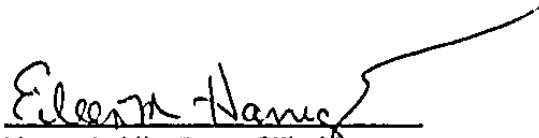


Andrea Koven
Incorporator

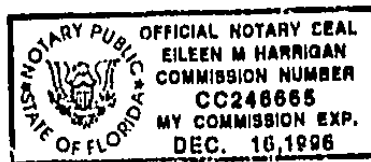
STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, a notary public authorized to take acknowledgments in the state and
county aforesaid, personally appeared Andrea Koven, known to me and known by me to be
the person who executed the foregoing Articles of Incorporation, and she acknowledged before
me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in
the state and county aforesaid.


Notary Public, State of Florida
at Large

My commission expires:



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named as the registered agent in these Articles of Incorporation therein designated, I hereby accept to act in this capacity, and agree to comply with the provisions of law of the State of Florida relative to keeping open said office.

Dated this 15 day of April, 19 96.



Andrea Koven
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA