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**ARTICLES OF INCORPORATION
OF
EYE CARE CENTER OF SOUTH MIAMI, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -6 AM 9:00

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be Eye Care Center of South Miami, Inc.

ARTICLE II.

Nature of Business

The general nature of the business and activities to be transacted and carried on by this Corporation are as follows:

- a) This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.
- b) To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct, to own, use, hold and develop, to dispose of by sale, exchange or otherwise, to lease, mortgage, pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, tradenames and licenses, and interests of any sort in any such property.
- c) To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependency or agency of any of the foregoing.
- d) To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other evidences of indebtedness.
- e) To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation for any purpose and with or without consideration; and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.
- f) To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm association or corporation; in connection therewith to assume liabilities of any person, firm, association or corporation, and, in

consideration of any such acquisition, to pay cash, to deliver stock, bonds, other securities, or property of any other kind.

g) To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures other evidences of indebtedness and any and all other securities of any description created, issued or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and while owner thereof, to exercise, to the extent permitted by law, all of the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights.

h) In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

i) To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

j) The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 1,000 shares of Common Stock with a par value of \$.01 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV.

Incorporator

The name and street address of the Incorporator of this Corporation, is as follows:

Gerald D. Furnari
948 N. Krome Avenue
Homestead, Florida 33030

ARTICLE V.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.

Address of Principal Office, Registered Office and Registered Agent

The address of the principal office of this Corporation is 948 N. Krome Avenue, Homestead, Florida 33030 and the mailing address is 948 N. Krome Avenue, Homestead, Florida 33030. The street address of the initial registered office of this Corporation in the State of Florida shall be 948 N. Krome Avenue, Homestead, Florida 33030. The name of the initial registered agent of the Corporation at the above address shall be Gerald D. Furnari. The Board of Directors may from time to time change the principal office and/or mailing address of the registered office or registered agent to any other address in the State of Florida.

ARTICLE VII.

Number of Directors

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1), the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.

Initial Board of Directors

The names and street address of the sole member of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of shareholders, and thereafter until his successor is elected is as follows:

Gerald D. Furnari
948 N. Krome Avenue
Homestead, Florida 33030

ARTICLE IX.

Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE X.

By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

ARTICLE XI.

Indemnification of Directors and Officers

Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, including Section 607.0850, as the same may be amended or modified from time to time, indemnify any officer, Director, employee or agent who was or is a party to any proceeding by reason of the fact that he is or was an officer, Director, employee or agent of the Corporation, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

ARTICLE XII.

Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 4th day of June, 1996.


Gerald D. Furnari


CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

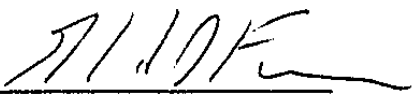
26 JUN -6 AM 9:00

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Eye Care Center of South Miami, Inc., desiring to organize as a corporation under the laws of the State of Florida, has designated 948 N. Krome Avenue, Homestead, Florida 33030, as its initial Registered Office and has named Gerald D. Furnari at said address as its initial Registered Agent.

By: 
Gerald D. Furnari
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

By: 
Gerald D. Furnari
Registered Agent