Kissimmee, Florida 34746

September 6, 1996

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314 500001942405 -09/09/95--01040--018 ****122.50 ****122.50

To whom it may concern:

Please find enclosed the following items pertaining to the incorporation of *McCoy Vision Center, Inc.*:

- Original Articles of Incorporation for McCoy Vision Center, Inc.
- Copy of the original Articles of Incorporation for McCoy Vision Center, Inc.
- Certificate of Designation of Registered Agent and Registered Office for *McCoy Vision Center*, *Inc.*
- A certified check or money order in the amount of \$122,50 for
 - **u** Filing fees (\$35.00)
 - Certificate of Designation of Registered Agent and Registered Office (\$35.00)
 - A certified copy of the Articles of Incorporation (\$52,50)

Please send you responses or receipts concerning this filing to:

Doris Y. Szczepkowski, CPA 3701 North Country Club Drive Suite 1609 Aventura, Florida 33180

Thank You.

Very truly yours,

Doris Y. Szczepkowski, CPA

CRETARY OF STATE

JOHN THE

Articles of Incorporation of McCov Vision Center, Inc.

FILED

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Pursuant to Chapter 607 of the Florida Business Corporation Act, the undersigned high paragraph of STATE submits these Articles of Incorporation for the purpose of forming a for-profit corporation SSEE, FLORIDA

Article 1 - Name

The name of the corporation is:

McCoy Vision Center, Inc.

Article 2 - Address

The principal place of business and mailing address of this corporation is:
4444 Vine Street
Kissimmee, Florida 34746

Article 3 - Shares of Stock

The corporation is authorized to issue one class of stock, that being 1,000 shares of no par value, common stock, with identical rights and privileges, the transfer of which is restricted according to the bylaws of the corporation.

Article 4 - Registered Agent

The name and address of the corporation's initial registered agent is:

Doris Szczepkowski, CPA 3701 N. Country Club Drive Suite #1609 Aventura, Florida 33180

Article 5 - Incorporator

The name and street address of the incorporator of this corporation is:

Doris Szczepkowski, CPA 3701 N. Country Club Drive Suite #1609 Aventura, Florida 33180

Article 6 - Director Liability

No director shall be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

In witness whereof, the undersigned incorporator has executed these Articles of Incorporation on the date below. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the forgoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Date:	September 6, 1996
Name of Incorporator:	Doris Szczepkowski, CPA
Signature of Incorporator:	Din Synglandi, Or

Certificate of Designation of Registered Office and Registered Agent for McCoy Vision Center, Inc.

Pursuant to Chapter 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name and address of the corporation's initial registered agent and registered office is:

Name:

Doris Szczepkowski, CPA

Street Address:

3701 N. Country Club Drive

Suite #1609

Aventura, Florida 33180

Having been named as the registered agent and to accept service of process for the above stated 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.

Signature of Registered Agent:

Date of Signature:

SECRETARY OF STATE