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BRENT C. HALL
LEGAL & FINANCIAL SERVICES

1201 HAYS STREET
TALLAHASSEE, FL 32301-2607
901-222-0300, FAX

800-342-8086

ACCOUNT NO. : 072100000032

REFERENCE : 137865 6475A

AUTHORIZATION : *R. I. c/o. T. P. Inc.*

CUST LIMIT : \$ 70.00

ORDER DATE : October 30, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 137865-005

8000001990178--3

CUSTOMER NO: 6475A

CUSTOMER: Adele I. Stone, Esq
ATKINSON DINER STONE &
MANKUTA, P.A.
P. O. Drawer 2088

Hollywood, FL 33022-2088

FILED
96 OCT 30 PM 3:30
REGISTER OF STATE
TALLAHASSEE, FLORIDA
8000001990178--3

RECEIVED
96 OCT 30 PM 2:11
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MARCUS OPTICAL INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: LR

10.30.96

ARTICLES OF INCORPORATION

OR

MARCUS OPTICAL INC.

I, the undersigned, for the purpose of forming a corporation for profit, pursuant to the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation is MARCUS OPTICAL INC.

ARTICLE II

BUSINESS/MAILING ADDRESS

The business/mailing address of this corporation is: 1722 North Federal Highway, Hollywood, Florida 33020.

ARTICLE III

DURATION

This corporation shall have perpetual existence commencing on the date of filing of the Articles of Incorporation by the Department of State.

ARTICLE IV

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

8 OCT 30 PM 8:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FL 2002

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of One (\$1.00) Dollar par value common stock, which shall be designated "Common Shares."

ARTICLE VI

VOTING RIGHTS

Each share of common stock of this corporation shall entitle the holder of record thereof to one (1) vote upon each proposal presented at lawful meetings of the stockholders.

ARTICLE VIII

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1946 Tyler Street, Hollywood, Florida 33020, and the name of the initial registered agent of this corporation at that address is ADELE I. STONE, ESQUIRE.

ARTICLE X

INCORPORATOR

The name and address of the Incorporator is:

Marcus Keller
1722 North Federal Highway
Hollywood, Florida 33020

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 28 day of October,
1996.


MARKUS KELLER
Initial Director/Incorporator

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

In compliance with Sections 40.001 and 607.0801, Florida
statutes, the following is submitted:

FIRST -- That MARCUS OPTICAL INC., desiring to organize or
qualify under the laws of the State of Florida, with its principal
place of business at 1722 North Federal Highway, City of Hollywood,
State of Florida, has named ADELE I. STONE, located at 1946 Tyler
Street, City of Hollywood, State of Florida, as its agent to accept
service of process within the State of Florida.

SIGNATURE:

MARCUS KELLER

TITLE: Incorporator
DATE: October 28 1996

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
Certificate, I hereby agree to act in this capacity, and I further
agree to comply with the provisions of all statutes relative to the
proper and complete performance of my duties.

SIGNATURE:

ADELE I. STONE, ESQUIRE
Registered Agent

DATE:

October 29, 1996