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P960000091973

ACCOUNT NO. : 072100000032

REFERENCE : 147401 7117915

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : November 7, 1996

ORDER TIME : 10:40 AM

ORDER NO. : 147401-005

EFFECTIVE DATE  
11-6-96

500001999165--7  
-11/07/96--01063--010  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CUSTOMER NO: 7117915

CUSTOMER: Mr. Brian Poole  
OPTICAL OPTIONS

13191 Starkey Road  
Suites 11-12  
Largo, FL 34643

DOMESTIC FILING

NAME: OPTIONS WEST EYEWEAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kellie K Beumer

EXAMINER'S INITIALS:

*Bmc*  
11/7/96

FILED  
96 NOV -7 PM 4:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

RECEIVED  
96 NOV -7 AM 11:30  
DIVISION OF CORPORATION

EFFECTIVE DATE  
11-6-76

**ARTICLES OF INCORPORATION OF  
OPTIONS WEST EYEWEAR, INC.**

**FILED**  
96 NOV -7 PM 4:19  
TALLAHASSEE, FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I.  
NAME**

The name of this corporation shall be Options West Eyewear, Inc.

**Article II.  
PLACE OF BUSINESS**

The principal place of business of this corporation shall be 13191 Starkey Road, Suite 11, Largo, Florida 34643.

**Article III.  
NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**Article IV.  
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value stock, which shall be designated "Common Shares".

**Article V.  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 13191 Starkey Road, Suite 11, Largo, Florida 34643, and the name of the initial registered agent of this corporation at that address is Brian G. Poole.

**Article VI.  
INITIAL BOARD OF DIRECTORS**

This corporation shall have four directors initially. The number of the directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Wayne Keller	2582 Frisco Drive Clearwater, Fl 34621
Dennis Benedict	419 Moran Drive Highland Village, TX 75067
Brian G. Poole	13480 Rustic Pines Blvd. Seminole, Fl 34646
Edward C. August	16 Holly Street Cranford, NJ 07016

**Article VII.  
OFFICERS**

The initial officers of this corporation and their offices shall be as follows:

President	Dennis Benedict
Vice-President	D. Wayne Keller
Secretary	Edward C. August
Treasurer	Brian G. Poole

**Article VIII.  
INCORPORATOR**

The name and address of the person signing these articles is Brian G. Poole

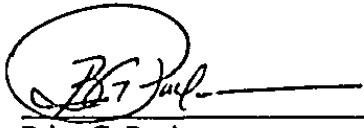
**Article IX.  
AMENDMENT**

This corporation reserves the right to amend or appeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

**Article X.  
EFFECTIVE DATE**

This corporation shall become effective upon the date of the execution of these articles of incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6<sup>th</sup> day of November, 1996.

  
\_\_\_\_\_  
Brian G. Poole  
Incorporator

CERTIFICATE DESIGNATING  
REGISTERED AGENT / REGISTERED OFFICE

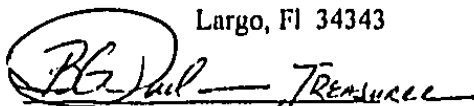
FILED

96 NOV -7 PM 4:19

Pursuant to the provisions of 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

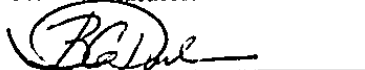
1. The name of the corporation is Options West Eyewear, Inc.
2. The name and address of the registered agent and office is:

Brian G. Poole  
13191 Stakey Road  
Suite 11  
Largo, Fl 34343

  
Brian G. Poole, Officer

Dated: 11-10-96

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, and I accept the duties and obligations of section 607.325, Florida Statutes.

  
Brian G. Poole

Dated: 11-10-96