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TALLAHASSEE, FL 32301-2607
904-222-0171
904-222-0393

800-342-8086

CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 164833 94942A

AUTHORIZATION : *Patricia Pygott*

COST LIMIT : ~~\$70.00~~ 122.50

per. Lori Dunlap

ORDER DATE : November 22, 1996

ORDER TIME : 11:20 AM

ORDER NO. : 164833-005

900002012739--6

CUSTOMER NO: 94942A

CUSTOMER: James B. Lyon, Esq
JAMES B. LYON, ESQ

Suite 206
1881 University Drive
Coral Springs, FL 33071

DOMESTIC FILING

NAME: VISUAL OPTIONS OF BOCA, 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: Lori R. Dunlap

EXAMINER'S INITIALS:

FILED
96 NOV 22 AM 9:42
STATE
TALLAHASSEE

RECEIVED
96 NOV 22 PM 1:08
DIVISION OF CORPORATE AFFAIRS

11.25.96
KR

ARTICLES OF INCORPORATION
OF
VISUAL OPTIONS OF BOCA, INC.

FILED
96 NOV 22 PM 3:42
SECRET
TAMPA FL 33611

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is VISUAL OPTIONS OF BOCA, INC.

ARTICLE II-PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of this Corporation shall be: 4530 North Hiatus Road, Suite 102, Sunrise, Florida 33351.

ARTICLE III-PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV-CAPITAL STOCK

This Corporation is authorized to issue one thousand (1,000) shares of one dollar (\$1.00) par value common stock which shall be designated as "Common Shares".

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 4530 North Hiatus Road, Suite 102, Sunrise, Florida 33351 and the name of the initial registered agent of this Corporation at that address is John Logan.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The Corporation shall initially have three (3) Directors to hold office until the first annual meeting of the stockholders and their successors shall have been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of Directors may be either increased or decreased from time to time in accordance with the By-laws of the Corporation. The name and address of the initial Directors are:

John Logan, 4530 N. Hiatus Rd., Ste. 102, Sunrise, Fl. 33351
Bruce Heller, 4530 N. Hiatus Rd., Ste. 102, Sunrise, Fl. 33351
Michael Kimmelman, 4530 N. Hiatus Rd., Ste. 102, Sunrise, Fl. 33351

ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these Articles is: John Logan, 4530 North Hiatus Road, Suite 102, Sunrise, Florida 33351.

ARTICLE VIII-PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE IX-INDEMNIFICATION

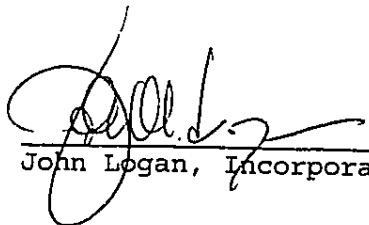
The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE X-AMENDMENT

This Corporation reserves the right to amend or repeal any provision 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 on the date of signing.

Dated: November 21, 1996



John Logan, Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

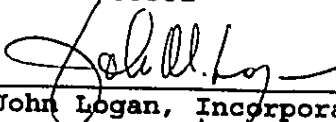
Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

VISUAL OPTIONS OF BOCA, INC.

2. The name and address of the registered agent and office is:

John Logan
4530 North Hiatus Road, Suite 102
Sunrise, Florida 33351

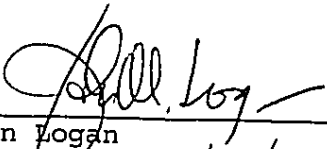


John Logan, Incorporator

Date: 11/21/96

FILED
96 NOV 22 AM 9:42
STATE

HAVING BEEN NAMED AS 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.



John Logan

DATE: 11/21/96

P96000095788

THE LAW OFFICE OF
JAMES B. LYON, P.A.

1881 UNIVERSITY DRIVE, SUITE 206
CORAL SPRINGS, FLORIDA 33071

JAMES B. LYON
ALSO ADMITTED TO OHIO BAR

TELEPHONE (954) 752-3400
TELEFAX (954) 752-1111

FILED
AUG 11 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

August 5, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

700002263537-- 2
-08/11/97--01129--014
*****87.50 *****87.50

Re: VISUAL OPTIONS OF BOCA, INC.
Document Number: P96000095788

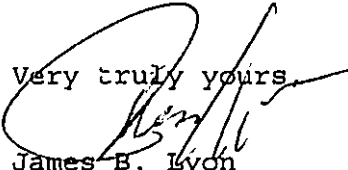
Dear Sir or Madam:

Enclosed please find Articles of Amendment to Articles of Incorporation for filing in the above referenced matter. In addition, enclosed please find my check in the amount of \$87.50 for filing costs.

After filing, please return a certified copy of the Articles to me in the enclosed envelope.

Thank you for your assistance and please contact me if you have any questions.

Very truly yours,


James B. Lyon

JBL:jw
Encl.
cc: John Logan

VS AUG 20 1997

Amend

ARTICLES OF AMENDMENT

TO

ARTICLES OF INCORPORATION

FILED
97 AUG 11 PM 2:59
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Chapter 607, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of corporation is: VISUAL OPTIONS OF BOCA, INC.

SECOND: The following Amendments to the Articles of Incorporation were adopted by the corporation:

Article IV - CAPITAL STOCK is amended to read as follows:
The aggregate number of shares which the corporation has authority to issue is ten thousand (10,000) all of which shall be common shares with a par value of one dollar (\$1.00).

THIRD: The Amendments were adopted by the Board of Directors of Visual Options of Boca, Inc. on the 21st day of July, 1997.

FOURTH: The above Amendments were approved by a majority of the shares of the corporation on the 21st day of July, 1997 and the number of votes cast in favor of the Amendments were sufficient for approval thereof.

DATED: July 23, 1997

VISUAL OPTIONS OF BOCA, INC.

By: 

John Logan, President

By: 

Bruce Heller, Secretary