

LAW OFFICE

L. VAN STILLMAN, ESQ.

301 YAMATO ROAD

SUITE 1200

BOCA RATON, FLORIDA 33431

TELEPHONE 561 889 8400

P960000096785

November 16, 1996

TO: Department of State
Corporations

P.O. Box 6327

Tallahassee, Florida 32314

EFFECTIVE DATE

11/17/96

900002011009--5

-11/21/96--01046--001

***122.50 ***122.50

RE: EYEGLOSS WORLD NO. 21, INC.

Enclosed is a check in the amount of \$122.50 for the filing of the above referenced corporation. Please forward the Certificate of Incorporation and one stamped in copy of the articles to:

L. Van Stillman, ESQ.

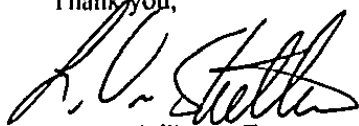
301 Yamato Road

Suite 1200

Boca Raton, Florida 33431

Also enclosed is a letter from Mr. Marco Musa, President of Eyeglass World, Inc., authorizing and giving permission for Eyeglass World No. 20, Inc. to use a similar name. The companies are related, in that they are part of the same chain of stores, all with common ownership.

Thank you,



L. Van Stillman, Esq.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

55 NOV 21 AM 9:02

FILED

12-2-96
KR



MARCO MUSA

3701 South Congress Avenue • Lake Worth, Florida 33461 • (407) 965-7188

November 18th, 1996

Department of State

To whom it may concern:

This letter is to verify that I hereby authorize Eyeglass World #21 to use the name Eyeglass World, Inc.

A handwritten signature in black ink, appearing to read "Marco Musa". The signature is fluid and stylized, with a long horizontal stroke at the end.

Marco Musa, President
Eyeglass World, Inc.

EFFECTIVE DATE
11.12.76

ARTICLES OF INCORPORATION
OF
EYEGLOSS WORLD NO. 21, INC.

RECORDED
INDEXED
NOV 13 1976
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF ORANGE
FLORIDA

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

The name of the corporation is EYEGLOSS WORLD NO. 21, INC.

ARTICLE II

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

The corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value stock. Each outstanding share shall be entitled to one vote on each matter submitted to a vote at a meeting of the Shareholders.

The shares of stock may be issued for such consideration having a value not less than par value of the share issued therefor as is determined from time to time by the Board of Directors to be paid in whole or in part, in cash or property, tangible or intangible, or in labor or services performed for the corporation. Shares may be issued in exchange for written promises to perform services in the future. If shares are issued without full consideration being paid prior to issuance, notice shall be given to all stockholders ten (10) days prior to such issuance.

ARTICLE V

The principal address of the corporation shall be:

EYEGLOSS WORLD NO. 21, INC.
3808 East Colonial
Orlando, Florida 32809

ARTICLE VI

All corporate powers shall be executed by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of the Board of Directors.

The corporation shall have one (1) director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the by-laws of the corporation.

The names and street addresses of the initial director who shall hold office until their successors shall be chosen at the first meeting of the Stockholders who have qualified shall be:

Massimo Musa
3808 East Colonial
Orlando, Florida 32809

ARTICLE VII

The corporation shall indemnify any present or former officer or director or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

ARTICLE VIII

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of Directors and the shareholders, but the Board of Directors may not alter, amend or repeal any by-law adopted by the Shareholders if the Shareholders provide that the by-law shall not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

These articles of Incorporation may be amended by any time by a vote of the majority of the voting stock of the corporation outstanding at any regular meeting of the Stockholders or at any special meeting of the Stockholders called for that purpose.

ARTICLE X

The name and address of the Incorporator to these articles of Incorporation is:

Massimo Musa
3808 East Colonial
Orlando, Florida 32809

ARTICLE XI

The street address of the initial registered office of the corporation is 3808 East Colonial, Orlando, Florida 32808, and the name of the initial registered agent of the corporation at that address is Massimo Musa.

IN WITNESS WHEREOF, the undersigned, as incorporator, hereby executes these Articles of Incorporation this 10 day of November, 1996.




MASSIMO MUSA

STATE OF FLORIDA)
) ss.
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority an officer duly authorized to administer oaths and take acknowledgments, personally appeared Massimo Musa known to me and known by me to be the person who executed the foregoing Articles of Incorporation and the he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal this 10th day of November, 1996, at Boca Raton, Palm Beach County, Florida.



Notary Public

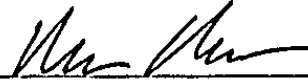
MY COMMISSION EXPIRES:



ARLENE LEIDMANN
My Commission CC489838
Expires Aug. 20, 1999

CERTIFICATE OF REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.



Massimo Musa
Registered Agent

Dated: 11/18/96

FILED
96 NOV 21 PM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA