Address 900002050809--0 -01/08/97--01067--021 ****122.50 ****122.50 City/State/Zip Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) Certified Copy Walk in Pick up time Certificate of Status Mail out Photocopy ill wait AMENDMENTS NEW FILINGS Frofit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal Other Merger REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Elamine* Fictitious Name Limited Partnership or cer Name Reservation Reinstatement Codeta Trademark Other Examiner's Initials CR21/931/1981

FILED

ARTICLES OF INCORPORATION OF

96 DEC 31 PH 72 000 THE WINTER PARK OPTICAL SHOPPE, INC.

ARTICLE I - NAME

The name of this corporation is THE WINTER PARK OPTICAL SHOPPE, INC.

ARTICLE II - ADDRESS

The principal office of the corporation is 152 Lincoln Avenue, Winter Park, Florida 32789.

ARTICLE III - DURATION

This corporation shall exist perpetually.

ARTICLE IV - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

225 So. Adams Street, Suite 250 Taliahassee, FL 32301

The name of the initial registered agent of this corporation at that address shall be:

Susan Hoskins

ARTICLE VII - INITIAL BOARD OF DIRECTORS AND OFFICERS

- A. This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1).
- B. The name and address of the initial director and officer of this corporation are as follows:

Name	Street Address	Office
Ronald J. Amalong, M.D.	152 Lincoln Avenue Winter Park, FL 32789	Director President Secretary Treasurer

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is:

Name	Address
Susan Hoskins	225 So. Adams St., Suite 250 Tallahassee, FL 32301

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions 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 this 3/34 day of December, 1996. Susan Hoskins Incorporator STATE OF FLORIDA COUNTY OF LEON The foregoing instrument was acknowledged before me this 318t day of December, 1996, by Susan Hoskins. Celise D Way
Signature of Notary Public CELIBA D GAY My Commission 00293644 Celisa D Gay (Print Notary Name) Expires Jun. 09, 1987 Bonded by HAI 800-422-1565 My Commission Expires:__ AFFIX NOTARY STAMP Commission No.: Personally known, or
Produced Identification
Type of Identification Produced:

ŀ

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the registered agent in the Articles of Incorporation of THE WINTER PARK OPTICAL SHOPPE, INC., I hereby accept and agree to act in this capacity.

Susan Hoskins

GRAY, HARRIS & ROBINSON

PROFESSIONAL + SSOCIATION

ATTORNEYS AT LAW BUITE 1200 ZOI EAST PINE SIRLET POST OFFICE BOX 3068

ORLANDO, FL 82802-3068

TELEPHONE (407) 843-8880 FAX (407) 244-5090

January 23, 1997

R. LLE BENNETT TRACY A. BORGERT N. SCOTT NOVELL JOHN A. KIRST, JH. WILBUR E. BREWTON KENNETH J. PLANTE MICHAEL E. WRIGHT

KENT L. HIPP
ROBERT L. BEALS
DONALD M. GIBSON
KIMBERLY NOWORYTA BUNNER
CHRISTOPMER J. COLEMAN
PEGGY R. HOYT
BRUCE M. HARRIS
R. DEAN CANNON, JR.
FRANK A. HAMMER
RICHARD A. ROOGERS
AUSON M. WIRNE ALIBON M, TUNKO JAMES D. KISIO KELLY M, FITZGERALO KELLY BREWTON PLAN LEE M, KILLINGER J, SCOTT SIMS

OF COUNSEL MALCOLM R. KIRSCHENBAUM SYDNEY L. JACKOWITZ THEODORE L. BHINKLE LILA INGATE MCHENRY

Florida Department of State Jim Smith, Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

700002071157---1 -01/28/97--01159--001 *****35.00 *****35.00

The Winter Park Optical Shoppe, Inc.

Dear Mr. Smith:

CHARLES GRAY

J. CHARLES GRAY
CORDON H, HARRIS
RICHARD M, ROBINSON
PHILLIP R, FINCH
PAMELA O, PRICE
JAMES F, PAGE, JR.
WILLIAM A. BOYLES
THOMAS A. CLOUD
BYRD F, MARSHALL, JR.
J. MABON WILLIAMS III
LEO P, ROCK, JR.
G, ROBERTSON OILG
CHARLES W, SELL

O, ROBERTSON DILG
CHARLES W. SELL
JACF A. KIRSCHENBAUM
RICHA TO E. BURKE
GUY S. HAGOARD
FREDERICK W. LEONH RI
BORRON J. OWEN, JR.
MICHAEL K. WILSON
JEFFREY D. KEINER
PAUL S. OUINN, JR.
DAVID L. BCHICK
JACK K. MEMILLEN
SUSAN T. SHHADLEY
MICHAEL E. NEUKAMM
DONALD A. NOHRR
IMILIEP F. NOHRR
WILLIAM G. BOLTIN, III

Enclosed please find an original and one copy of a Statement of Change of Registered Office or Registered Agent for the above-referenced corporation together with our firm's check in the amount of \$35.00 to cover the cost of filing.

Please file the enclosed Statement and return the copy indicating the filing date in the enclosed, self-addressed stamped envelope.

If you have any questions or need any further information, please do not hesitate to call me.

Sincerely,

Barbara S. Buchanan

Saubara Bucha

BSB:fs Enclosure

TALLAHASSEE (904) 222 - 7717

MELBOURNE (407) 727 - BIOO

ORLANDO (407) 843 - 8880

Florida Department of State, Jim Smith, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508. Florida Statutes, the undersigned corporation organized under the laws of the State of submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida. 1a. The name of the corporation is: The Winter Park Optical Shoppe, Inc. 12/31/96 Date of incorporation Document number The name and address of the current registered agent and office: Susan Hoskins, 225 South Adams Street Suite 250, Tallahassee, FL 32301 3. The name and address of the new registered agent and office: (P.O. Box Not Acceptable) Ronald J. Amalong, M.D. 152 Lincoln Avenue, Winter Park, FL 32789 The street address of its registered agent and the street address of the business office of its registered agent as changed will be identical. Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board. Ronald J. Amalong, M.D., President Typed or printed name and title 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 RELATIVE TO THE PROPER AND COM-PLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT. (Registered Agent)

Division of Corporations, P.O. Box 6327, Tallahassee, FL 32314

CR2E045 (7-91)

FILING FEE: \$35.00