

ROSS A. OPPENHEIMER, CPA, PA

Accountants, Tax & Business Consultants

PA 70000006/31

Dec. 30, 1996

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-01/03/97--01037--012
****122.50 ****122.50

Florida Dept. of State
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Gentlemen:

Please find enclosed the Articles of Incorporation for
Gillingham Optician, Inc., and a check in the amount of
\$122.50 to be incorporated under the laws of the State of
Florida with an effective date of Jan 1, 1997.

Thank you for your consideration in this matter.

Sincerely,

Ross A. Oppenheimer, CPA

509-524.
W97-578

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 12:22

Ross Oppenheimer GAVE
AUTHORIZATION TO
CORRECT Effective Date
DATE 1/22/97
DOC. EXAM. gf

gf 1/22/97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JAN -3 PM 12: 22

January 9, 1997

ROSS A. OPPENHEIMER, CPA, PA
901 SOUTH STATE ROAD 7 #220
HOLLYWOOD, FL 33023

SUBJECT: GILLINGHAM OPTICIAN, INC.
Ref. Number: W97000000578

We have received your document for GILLINGHAM OPTICIAN, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must be identical throughout the document.

The effective date must be stated in the Articles.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 197A00001225

EFFECTIVE DATE

01/01/97

ARTICLES OF INCORPORATION

OF

GILLINGHAM OPTICIANS, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 JAN -3 PM12:23

WE, THE UNDERSIGNED, hereby subscribed to the following document for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, liability, rights, privileges, and immunities of a corporation for profit.

ARTICLE I.

The name of the corporation shall be Gillingham Opticians, Inc.

ARTICLE II.

The street address of the initial principal office of this corporation is 1680 Meridian Avenue, Miami Beach, Fla. 33139. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE III.

The nature of this business or its purpose shall be limited to the practice of optometry, and related fields, and manufacture and sale of optometric products.

ARTICLE IV.

The total authorized capital stock of this corporation shall consist of 500 shares at ONE (\$1.00) DOLLAR per share par value, which shall be common stock. The Board of Directors may, from time to time, fix a consideration for which shares may be issued and sold.

ARTICLE V.

The amount of capital which this corporation shall commence business with shall not be less than \$500.00.

ARTICLE VI.

The corporation shall have perpetual existence.

ARTICLE VII.

The business of this corporation shall be conducted by a Board of Directors, which shall consist of not less than one (1) and no more than five (5) directors.

The officers of this corporation shall be President, Vice President, Secretary, and Treasurer.

ARTICLE VIII.

The name and address for the members of the first Board of Directors, who shall hold office from the organization of this corporation to the first annual meeting thereof, or until their successors are elected and have qualified, are as follows:

Meir Ben-Nissan, O.D.	1680 Meridian Ave.
	Miami Beach, FL 33139

ARTICLE IX.

The following shall hold office named until his or her successor shall be regularly elected and qualified:

President	Meir Ben-Nissan, O.D.
	1680 Meridian Avenue
	Miami Beach, FL 33139

ARTICLE X.

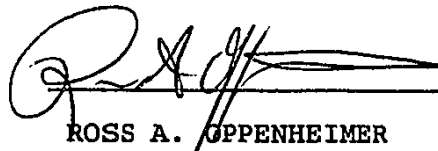
The names and addresses of the subscribers are:

Meir Ben-Nissan, O.D

1680 Meridian Ave.
Miami Beach, FL 33139

ARTICLE XI.

The corporation hereby designates Ross A. Oppenheimer
901 State Road 7, Suite 220, Hollywood, Fla. 33023, as
Registered Agent for the service of process. Said registered
agent having been named to accept service of process for the
corporation agrees to act in this capacity and agrees to comply
with the provisions of the Florida Statute 48.901 relative
thereto.



ROSS A. OPPENHEIMER

ARTICLE X.

The effective date of this corporation is January, 1,
1997.

WE THE UNDERSIGNED, being the subscribers of the capital stock hereinbefore named for the purpose of forming a corporation to do business both within and without the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly have set our hand and seal, this 30th day of December, 1996.


Meir Ben-Nissan, Pres.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, authorized to administer oaths and take acknowledgment, personally appeared Meir Ben-Nissan, who is to me well known to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged before me that he signed the same freely and voluntarily, and for the purposes herein stated.

WITNESS my hand and official seal, at Miami, Dade County, Florida, this 30th day of December, 1996


NOTARY PUBLIC

My commission expires:



ROSS A. OPPENHEIMER
MY COMMISSION # CC324766 EXPIRES
October 25, 1997
BONDED THRU TROY FAH INSURANCE, INC.

FILED
97 JAN -3 PM 12:23
SECRETARY OF STATE
DIVISION OF CORPORATIONS