

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

RE: Harbor Vision, Inc

C.C. FEE. DISBURSED

Capital Express™
✓ Art. of Inc. File
Corp. Record Search
Ltd. Partnership File
Foreign Corp. File
() Cert. Copy(s)

Art. of Amend. File
Dissolution/Withdrawal
C U S- **\$00002865425-2**
Fictitious Name File **01/23/97-01001-017**
***122.50 ***122.50

Name Reservation
Annual Report/Reinstatement
Reg. Agent Service
Document Filing

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 File
UCC 11 Search
UCC 11 Retrieval
File No.'s, Copies
Courier Service
Shipping/Handling
Phone ()
Top Priority
Express Mail Prep
FAX () pgs

SUBTOTALS

FEE

DISBURSED

SURCHARGE

TAX on corporate supplies

SUBTOTAL

PREPAID

BALANCE DUE

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum.

THANK YOU
from
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME _____ CK No. _____

BY _____

WALK-IN Will Pick Up 1/22 12:00 1/23

ARTICLES OF INCORPORATION
OF
HARBOR VISION, INC.

FILED
97 JAN 22 PM 4:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LOCATION OF 330 MAIN STREET
PRINCIPAL OFFICE: SAFETY HARBOR, FLORIDA 34695
(813) 725-1203

ARTICLE I - Name

The name of this corporation is HARBOR VISION, INC.

ARTICLE II - Purpose

1. This corporation is organized for the purpose of transacting any and/or all lawful business including, but not limited to, conducting the specific business of retail and wholesale sale of eye glasses, contact lenses, related products, related services and all other related business matters.

2. To act on its own behalf in all legal or equitable proceedings or suits.

3. To acquire, hold, use, deal in, encumber, dispose of property, real or personal, and any interest therein.

4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

7. To enter into, make, perform, and carry out contracts and agreements of every kind, for any lawful purposes, with limit as to amount, with any person, firm, association, or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same.

8. To carry on any or all of its operation and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all of the general powers of like corporations.

9. To do any or all of the things herein set forth to the same extent as natural persons might or could do, in any part of the world as principals, agents, contractors, or otherwise, alone, or any company with others, and to do and perform all such other things and acts as may be necessary, profitable, or expedient in carrying on any of the business or acts above named.

10. The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in the Article shall be regarded as independent objects and powers.

ARTICLE III - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding any time shall consist of 4,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Initial Registered Office and Agent

The name of the original registered agent and the street address of the initial registered office of this corporation is:

H. GREGORY FERGUSON
330 MAIN STREET
SAFETY HARBOR, FL 34695
(813) 725-1203

ARTICLE V - Initial Board of Directors

This corporation shall have FOUR (4) Director(s) 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. The names and addresses of the initial Director(s) of this corporation are:

Jeffrey Wheaton	President
Tracy Wheaton	Secretary
H. Gregory Ferguson	Vice President
Thomas G. Bell	Assistant Vice President
Lindsay Struthers Bell	Assistant Secretary

ARTICLE VI - Incorporator

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

M. KIRBY WATSON
415 PASADENA AVENUE S
ST. PETERSBURG, FL 33707

ARTICLE VII - Duration

This corporation shall have perpetual existence.

ARTICLE VIII - Bylaws

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

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 14 day of January, 1997.



M. KIRBY WATSON
Subscriber

FILED
97 JAN 22 PM 4:05
TALLAHASSEE, FLA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in Article IV, 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.

H. Gregory Ferguson
H. GREGORY FERGUSON
Date: January 14, 1997

STATE OF FLORIDA :
COUNTY OF PINELLAS : ss.

THE FOREGOING INSTRUMENT acknowledged before me this 14 day of January, 1997, by M. KIRBY WATSON, the individual described herein as Incorporator/Subscriber and who acknowledged before me that the Articles were executed for the purposes therein expressed and who is personally known to me or who has produced: () Driver's License () Passport () Social Security Card () Other as identification.

My Commission Expires:

Jane E. Lamkin
NOTARY PUBLIC
JANE E LAMKIN
My Commission CC267185
Expires Mar 16, 1997
Agents Notary Brokerage
(800-352-5878)

STATE OF FLORIDA :
COUNTY OF PINELLAS : ss.

THE FOREGOING INSTRUMENT acknowledged before me this 14 day of January, 1997, by H. GREGORY FERGUSON, Registered Agent, who is personally known to me or who has produced: () Driver's License () Passport () Social Security Card () Other as identification.

Jane E. Lamkin
Notary Public
My Commission Expires:

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NOTARY PUBLIC
JANE E LAMKIN
My Commission CC267185
Expires Mar 16, 1997
Agents Notary Brokerage
800-352-5878