

PA7000011090

TRANSMITTAL LETTER

Department of State
Division of Corporation
P. O. Box 6327
Tallahassee, Florida 32714

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-02/03/97--01008--007
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SUBJECT: WILL LARSON, INC.
(proposed corporate name)

FILED
97 JAN 31 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed please find an original and one (1) copy of articles of incorporation for the above corporation and check in the amount of \$122.50.

FROM: WILBUR L. LARSON
NAME

1130 EAST NORMANDY BLVD.
ADDRESS

DELTONA, FLORIDA 32725
CITY, STATE, & ZIP

(407)860-3530
TELEPHONE NUMBER

24
19-97
2-4-97

FILED
97 JAN 31 PM 1:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WILL LARSON, INC.

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts(s) the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be: WILL LARSON, INC.

The principal place of business of this corporation shall be: 1130 E. Normandy Blvd., Deltona, County of Volusia, State of Florida, 32725.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation. Specifically, to engage in optometry and the sale of optical products.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares of common stock and its par value that this corporation is authorized to have outstanding at any one time is: 1000 at \$1.00 par value.

ARTICLE IV - TERM OF EXISTENCE

This corporation is to exist perpetually, unless sooner dissolved according to law.

ARTICLE V - OFFICERS

The name(s) and street address(s) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is (are) elected, is (are):

Wilbur L. Larson President
1130 East Normandy Blvd.
Deltona, Florida, 32725

ARTICLE VI - INCORPORATORS

The name(s) and street address(s) of the incorporator(s) of these Articles of Incorporation, the number of shares of stock each agrees to take and the value therefor are:

NAME	ADDRESS	SHARES	VALUE
Wilbur L. Larson	1130 E. Normandy Blvd. Deltona, Florida 32725	1000	\$1,000.00

IN WITNESS WHEREOF, the undersigned incorporator(s) has (have) executed these Articles of Incorporation this 8th day of January, 1997.

Signature(s) of Incorporator(s)

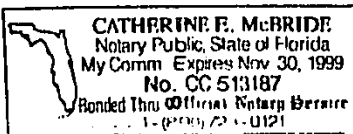


Wilbur L. Larson

STATE OF FLORIDA
COUNTY OF VOLUSIA

THE FOREGOING instrument was acknowledged before me this 8th day of
January, 1997, by Wilbur L. Larson.

who is personally known to me, or
 who has produced the following _____ as
identification.





Catherine E. McBride

CERTIFICATE DESIGNATING
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of 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: Will Larson, Inc.
2. The name and address of the registered agent and office is:
Wilbur L. Larson, 1130 East Normandy Blvd., Deltona, FL 32725


Wilbur L. Larson
President
Date: January 8, 1997

HAVING BEEN NAMES TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF FLORIDA STATUTES.



Wilbur L. Larson
Registered Agent
Date: Janaury 8, 1997

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TALLAHASSEE, FLORIDA