

PA7000018312

LAW OFFICE OF  
KELLY B. HARDWICK, III

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February 19, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-02/24/97--01058--004  
\*\*\*122.50 \*\*\*122.50

Re: See Clear Vision Center, Inc.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for See Clear Vision Center, Inc. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

|                             |        |
|-----------------------------|--------|
| Filing Fee/Incorporation \$ | 35.00  |
| Registered Agent            | 35.00  |
| Certified Copy              | 52.50. |

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

*Kelly B. Hardwick III*  
Kelly B. Hardwick, III

:pe

Enclosures as noted

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 FEB 24 AM 11:50

02/23/97

**ARTICLES OF INCORPORATION**

**OF**

**SEE CLEAR VISION CENTER, INC.**

FILED  
SECRETARY OF STATE  
CORPORATIONS

97 FEB 24 AM 11:50

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I NAME**

The name of the corporation shall be: **See Clear Vision Center, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing of this corporation shall be:

**3234 South Florida Avenue, Suite E & F  
Lakeland, Florida 33803,**

but it may establish branch offices, if, and when, it is deemed advisable by the Board of Directors.

**ARTICLE III CAPITAL STOCK**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 7,500.

The capital stock of this corporation shall consist of 7,500 shares of common stock with a nominal or par value of One Dollar (\$1.00) per share. The corporation shall have a right of first refusal on transfer of said stock.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV INITIAL STOCKHOLDERS AND SHARES**

The names and places of residence of each of the original subscribers to the capital stock of this corporation, and the number of shares subscribed for by each are as follows:

Reuben Hill Davis, IV ----- 510 Shares  
3234 South Florida Avenue, Suite E & F  
Lakeland, Florida 33803

Article IV  
Initial Stockholders and Shares  
Cont:

Joseph W. Plaza, Jr. ----- 490 Shares  
3234 South Florida Ave, Suite E & F  
Lakeland, FL 33803

#### ARTICLE V PERSONAL LIABILITY OF SHAREHOLDERS

The private property of the stockholders shall not be subject to payment of corporate debts to any extent whatever.

#### ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The street address of the corporation's initial registered office and the name of its initial registered agent at this office is as follows:

REUBEN HILL DAVIS, IV  
3234 South Florida Avenue, Suite E & F  
Lakeland, Florida 33803.

#### ARTICLE VII INCORPORATOR(S)

The names and street addresses of the incorporators to these Articles of Incorporation are:

REUBEN HILL DAVIS, IV  
3234 South Florida Avenue, Suite E & F  
Lakeland, Florida 33803

AND

JOSEPH W. PLAZA, JR.  
3234 SOUTH FLORIDA AVE SUITE E & F  
LAKELAND, FL. 33803

#### ARTICLE VIII POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have also the following powers, namely:

(a) To engage in sale, retail and fitting of glasses, eyeglass lens, frames and miscellaneous eye wear items.

(b) To buy, sell, import and to deal generally in and with all kinds and types of supplies, goods, products and parts of every kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, pledge, lease or in any other manner dispose of or encumber real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other countries.

(d) 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.

(e) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditament, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, and hereditament or other property of the company.

(f) To purchase, hold and reissue its capital stock.

(g) To acquire the good will, rights and property or to undertake the whole or any part of the assets or liabilities of any person, firm association or corporation, to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations in this State or any other state, country, nation or government and while owner of said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(h) To enter into, make and perform contracts of every kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limits as to the amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bond, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

(i) In general to do any or all of the things herein set forth to the same extent as natural persons might or could do and

in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

(j) Generally to have and be possessed with all the privileges and powers granted, or which may hereafter be granted, to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

#### ARTICLE IX INITIAL DIRECTORS

The names and post office addresses of the first Board of Directors of this corporation are as follows:

REUBEN HILL DAVIS, IV  
3234 South Florida Avenue, Suite E & F  
Lakeland, Florida 33803

JOSEPH W. PLAZA, JR.  
3234 S. Florida Av. Suite E & F  
LAKELAND, FL. 33803

#### ARTICLE X OFFICERS

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

The undersigned have executed these Articles of Incorporation this 31st day of December, 1996.

Reuben Hill Davis IV  
REUBEN HILL DAVIS IV  
Title: INCORPORATOR

Joseph W. Plaza Jr.  
JOSEPH W. PLAZA, JR.  
Title: INCORPORATOR

### ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for See Clear Vision Center, Inc. at the place designated in the foregoing Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Reuben Hill Davis IV  
REUBEN HILL DAVIS, IV

Date Dec. 31, 1996

FILED  
STATE  
97 FEB 24 AM 11:51  
RECORDS & REGISTRATIONS