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THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 325836 4303929

AUTHORIZATION :

*Patricia Pizzuto*

COST LIMIT : \$ 122.50

ORDER DATE : April 10, 1997

ORDER TIME : 9:01 AM

ORDER NO. : 325836-005

CUSTOMER NO: 4303929

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CUSTOMER: Ms. Myrna Norman-golinsky  
GREENBERG TRAUIG HOFFMAN  
LIPOFF ROSEN & QUENTEL, P. A.  
22nd Floor  
1221 Brickell Avenue  
Miami, FL 33131-3238

DOMESTIC FILING

NAME: INSIGHT VISION SERVICES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

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# GREENBERG TRAUBIG

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Myrna Norman Golinsky  
(305) 789-5375

April 9, 1997

Florida Division of Corporations  
**DOMESTIC CHARTER SECTION**  
P.O. Box 6327  
Tallahassee, FL 32314

Re: INSIGHT VISION SERVICES, INC.

Enclosed herewith are three duly executed originals of ARTICLES OF INCORPORATION for the captioned corporation.

Also enclosed is a check in the amount of \$122.50 to cover the cost of filing and one certified copy. Please stamp the third copy and return to me.

Secretary of State  
April 9, 1997  
Page 2

Should anything further be required, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,

A handwritten signature in cursive script, reading "Myrna Norman Golinsky".

Myrna Norman Golinsky  
Legal Assistant

ARTICLES OF INCORPORATION  
OF  
INSIGHT VISION SERVICES, INC.

FILED  
97 APR 10 AM 10:16  
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is **INSIGHT VISION SERVICES, INC.**, (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is 285 West 74th Place, Hialeah, Florida 33014.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Capital stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is **Corporation Service Company**.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws. The number of directors constituting the initial Board of Directors is four, and the names and addresses of the members of the initial Board of Directors, who will serve as the Corporation's directors until successors are duly elected and qualified are:

PHILIP WOLMAN  
285 West 74th Place  
Hialeah, FL 33014

JEFFRY MARTIN  
285 West 74th Place  
Hialeah, FL 33014

ROBERT MESSA  
285 West 74th Place  
Hialeah, FL 33014

CYNTHIA WOLMAN  
285 West 74th Place  
Hialeah, FL 33014

#### ARTICLE VII

The name of the Incorporator is MARCY HAHN-SAPERSTEIN and the address of the Incorporator is 1221 Brickell Avenue, Miami, Florida 33131.

#### ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Sole Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8th day of April, 1997.

  
Marcy Hahn-Saperstein, Incorporator

#### ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of **INSIGHT VISION SERVICES, INC.** hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

**CORPORATION SERVICE COMPANY,**  
Registered Agent

BY:   
PATRICIA G. PIZZUTO, as Agent for  
the Registered Agent

Dated: April 10, 1997.