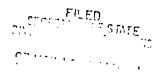
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	THE UNITED STATES CORPORATION	
	ACCOUNT NO. : 07210000032	
	REFERENCE : 391438 11401	LA T
	AUTHORIZATION:	27
	COST LIMIT : \$ 122.50	
	ORDER DATE: May 14, 1997	
	ORDER TIME: 8:56 AM	
	ORDER NO. : 391438-005	400002180904~~7
	CUSTOMER NO: 11401A	
	CUSTOMER: John A. Naser, Esq JOHN A. NASER, P.A.	
	Suite 201 1401 South Florida Avenue Lakeland, FL 33803	
	DOMESTIC FILING	97
	NAME: VISION CARE PLUS, INC.	RECEIVE
	EFFECTIVE DATE:	AM 9 VED
	XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP	5.5
	PLEASE RETURN THE FOLLOWING AS PROOF OF FI	LING:
	XX CERTIFIED COPY	

PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS:



ARTICLES OF INCORPORATION

OF

VISION CARE PLUS, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

VISION CARE PLUS, INC.

The address of the principal office of this corporation shall be 1530 Broken Arrow Trail, North, Lakeland, Florida 33813, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. OFFICERS AND DIRECTORS

This corporation shall have one officer and one director, initially. The name and street address of the initial officer and director who shall hold office for the first year of the corporation, or until his successor is elected or appointed is:

Peter Urban 1530 Broken Arrow Trail, North Dir./Pres./Sec./Treas. Lakeland, Florida 33813

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Corporation Service Company 1201 Hays Street Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned agent of Corporation Service Company, has hereunto set their hand and seal of Corporation Service Company on May 15, 1997.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

CORPORATION SERVICE COMPANY

Its Agent, Karen B. Rozar

GLS/smr