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GEIGER KASDIN - Department of State: # 1/ 4

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.

ACCT#: 076030000723

CONTACT: BEVERLY O RIEDY

PHONE: (305)372-5000

FAX #: (305)372-0052

NAME: EYE CARE SERVICES OF AMERICA, INC.

AUDIT NUMBER.....H97000011837

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 3

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7-21-97 ; 3:44PM ;

GEIGER KASDIN - Department of State: # 2/4

FA#: H97-11837

**ARTICLES OF INCORPORATION OF  
EYE CARE SERVICES OF AMERICA, INC.**

**ARTICLE I  
NAME**

The name of the Corporation is EYE CARE SERVICES OF AMERICA, INC.

**ARTICLE II  
DURATION**

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

**ARTICLE III  
PURPOSE**

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

**ARTICLE IV  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the corporation is: 1295 N.W. 14<sup>TH</sup> Street, Suite C, Miami, Florida, 33125.

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

STANLEY H. KUPERSTEIN, ESQ..  
GEIGER, KASDIN, HELLER, KUPERSTEIN,  
CHAMES & WEIL, P.A.  
1428 Brickell Avenue, 6th Floor  
Miami, Florida 33131  
Telephone: (305) 372-6000  
Facsimile: (305) 372-0052  
Florida Bar Number: 113612

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**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of this Corporation is 1428 Brickell Avenue, 6<sup>th</sup> Floor, Miami, Florida , 33131 and the name of the initial Registered Agent of this Corporation at that address is STANLEY H. KUPERSTEIN.

**ARTICLE VII**  
**INCORPORATOR**

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

<u>Name</u>	<u>Address</u>
MARIE A. MATTIACE	1428 Brickell Avenue, 6 <sup>th</sup> Floor Miami, Florida 33131

**ARTICLE VIII**  
**POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE IX**  
**AMENDMENT**

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of July, 1997.

  
\_\_\_\_\_  
MARIE A. MATTIACE

SENT BY:

7-21-97 : 3:45PM :

GEIGER KASDIN - Department of State:# 4/ 4

FA#: H97-11837

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
FOR SERVICE OF PROCESS  
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

THAT EYE CARE SERVICES OF AMERICA, INC. DESIRING TO ORGANIZE OR  
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED STANLEY H.  
KUPERSTEIN, LOCATED AT 1428 BRICKELL AVENUE, 6<sup>TH</sup> FLOOR, MIAMI, DADE COUNTY,  
FLORIDA, 33131 ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE  
STATE OF FLORIDA.

*Marie A. Mattiace*  
MARIE A. MATTIACE

Incorporator  
TITLE

July 21, 1997  
DATE

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97 JUL 21 PM 4:00  
TALLAHASSEE, FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO COMPLY WITH  
THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

*[Signature]*  
STANLEY H. KUPERSTEIN

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