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CLEM, POLACKWICH, VOCELLE & TAYLOR
ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING
PROFESSIONAL ASSOCIATIONS:

CHESTER CLEM, P.A.
ALAN S. POLACKWICH, Sr., P.A.
LOUIS B. VOCELLE, JR., P.A.
JAMES A. TAYLOR, III

PAUL R. BERG

ROBERT GOLDEN
OF COUNSEL

* BOARD CERTIFIED CIVIL TRIAL LAWYER
* BOARD CERTIFIED BUSINESS LITIGATION LAWYER
* CERTIFIED CIVIL MEDIATOR

Department of State
Division of Corporations
409 East Gaines Street
PO Box 6327
Tallahassee, Florida 32399

RE: Vision U.S.A., Inc.

SUITE 501
UNIVEST BUILDING
2770 INDIAN RIVER BOULEVARD
VERO BEACH, FLORIDA 32960-4278
TELEPHONE (561) 562-8111
FAX (561) 562-2870
<http://www.vero.com/web/law.htm>

May 19, 1997

BREVARD COUNTY OFFICE
304 EAST STRAWBRIDGE AVENUE
MELBOURNE, FLORIDA 32901
TELEPHONE (407) 725-3303

PLEASE REPLY TO
VERO BEACH

500002186485--0
-05/21/97--01054--010
****122.50 ****122.50

Dear Sir/Madam:

Enclosed please find an original Articles of Incorporation together with a check in the amount of \$122.50. Please set up the corporation and return to this office in the envelope provided herein. Thank you for your attention to this matter.

Sincerely,



Lisa E. Pesce
Legal Assistant

Enclosure
10421

MAY 23

W97-1216

FILED
97 JUL 24 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

May 23, 1997

CLEM, POLACKWICH, VOCELLE & TAYLOR
2770 INDIAN RIVER BLVD.
SUITE 501
VERO BEACH, FL 32960-4278

SUBJECT: VISION U.S.A., INC.
Ref. Number: W97000012168

We have received your document for VISION U.S.A., INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 297A00028142

ARTICLES OF INCORPORATION
OF
VISION TRENDS, INC.

FILED
97 JUL 22 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 as follows:

VISION TRENDS, INC.

The principal place of business of this corporation shall be 792 S. Federal Highway, Vero Beach, FL 32962 and the mailing address shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation shall engage or transact in any and all lawful activities or business permitted under the laws of the United States; of the State of Florida; or of any other state, country, territory, or principality.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one thousand (1,000) shares of common stock having One and No/100 (\$1.00) Dollar par value per share.

ARTICLE IV. ADDRESS

The street address of the initial registered office of the corporation shall be Kris E. Smith, 116 Riverway Drive, Vero

Beach, Florida, 32963, and the name of the initial registered agent of the corporation at that address is KRIS E. SMITH.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

ARTICLE VII. SPECIAL PROVISION

This corporation shall be organized, if the shareholder(s) so elect, to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. §1361 et seq., and shall take any and all actions necessary to obtain and maintain its status as an S corporation, as defined and as set forth herein.

ARTICLE VIII. OFFICERS AND DIRECTORS

This corporation shall have one (1) officer and one (1) director, initially. The name and street address of the initial officer and director who shall hold office for the first (1st) year of the corporation, or until successors are elected or appointed, is as follows:

KRIS E. SMITH - President, Director
116 Riverway Drive
Vero Beach, FL 32963

ARTICLE IX. INCORPORATOR

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

CLEM, POLACKWICH, VOCELLE & TAYLOR
c/o Paul R. Berg
Suite 501, 2770 Indian River Boulevard
Vero Beach, Florida 32960.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 12th day of May, 1997.


CLEM, POLACKWICH, VOCELLE & TAYLOR

By: 

Paul R. Berg

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

Kris E. Smith whose address is as follows: 116 Riverway Drive, Vero Beach, Florida, 32963, which is the same address as set forth in Article IV hereof, 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.


KRIS E. SMITH

10304

FILED
97 JUL 22 PM 12:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA