

VERO OPTICAL, INC.
 Requestor Name
 890 S.W. 87th Ave., Suite 16
 Address

MIAMI, FLORIDA 33174 (305)552-5973
 City/State/Zip Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

400002252354--8
 -07/30/97--01054--005
 Office Use Only *****78.75

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. VERO OPTICAL, INC.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECORDED
 97 JUL 30 AM 10:58
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
VERO OPTICAL, INC.

97 JUL 30 PM 3:39

FILED

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

THE NAME OF THE CORPORATION SHALL BE:

VERO OPTICAL, INC.

ARTICLE II

THE GENERAL NATURE OF THE BUSINESS AND THE OBJECTS AND PURPOSES
PROPOSED TO BE TRANSACTED AND CARRIED ON, ARE TO DO ANY AND ALL OF THE
THINGS LAWFUL UNDER THE LAWS OF THE STATE OF FLORIDA, AND ANY OTHER
STATE, MUNICIPALITY AND/OR TERRITORIES OF THE UNITED STATES OF AMERICA, AS
FULLY AND TO THE SAME EXTENT AS NATURAL PERSONS MIGHT DO.

- A. TO BUY, SELL, MARKET, DISTRIBUTE ITEMS OF EVERY TYPE AND NATURE,
INCLUDING BUT NOT LIMITED TO ANY MARKETABLE PRODUCT OR ITEM
WHETHER PRODUCED BY THE CORPORATION OR BY OTHERS.
- B. TO LEND MONEY AND NEGOTIATE LOANS, AND GENERALLY TO CARRY ON,
CONDUCT, PROMOTE, OPERATE AND UNDERTAKE ANY BUSINESS
TRANSACTION OR OPERATION COMMONLY CARRIED ON, CONDUCTED,
PROMOTED, OPERATED OR UNDERTAKEN BY INDIVIDUALS, BUSINESS ENTITIES,
CAPITALIST FINANCIERS, MANUFACTURING AGENTS, BUILDER BROKERS,
DEALERS AND OTHERS; TO LEND AND ADVANCE MONEY OR GIVE CREDIT TO
SUCH PERSONS OR FIRMS AND ON SUCH TERMS AS MAY SEEM EXPEDIENT, TO
EXPORT AND IMPORT TO AND FROM FOREIGN COUNTRIES, ITS AGENCIES,
BUSINESS ENTITIES AND INDIVIDUALS, ETC. AND TO ENGAGE IN ANY AND ALL
OTHER LAWFUL ACT IN ACCORDANCE WITH ALL APPLICABLE LAWS AND
REGULATIONS.

- C. TO PURCHASE, TAKE AND LEASE, OR IN EXCHANGE, HIRE OR OTHERWISE ACQUIRE ANY REAL OR PERSONAL PROPERTY, RIGHTS OR PRIVILEGES SUITABLE OR CONVENIENT FOR ANY OF THE PURPOSES OF THIS BUSINESS, AND TO PURCHASE, ACQUIRE, ERECT AND CONSTRUCT, MAKE IMPROVEMENTS OF BUILDINGS OR MACHINERY, STORES OR WORKS, INSOFAR AS THE SAME MAY BE APPURTENANT TO OR USEFUL FOR THE CONDUCT OF THE BUSINESS AS ABOVE SPECIFIED.
- D. TO BORROW OR RAISE MONEY FOR ANY PURPOSE OF THE COMPANY AND TO SECURE THE SAME AND INTEREST THEREON OR FOR ANY OTHER PURPOSE, TO MORTGAGE ALL OR ANY PART OF THE PROPERTY CORPOREAL OR INCORPOREAL RIGHTS OR FRANCHISE OF THE COMPANY NOW OWNED OR HEREAFTER ACQUIRED, AND TO CREATE, ISSUE, DRAW AND ACCEPT NEGOTIABLE INSTRUMENTS, MORTGAGES, BILLS OF EXCHANGE, PROMISSORY NOTES OR OTHER EVIDENCES OF OBLIGATION.
- E. THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES OF AMERICA AND/OR ANY FOREIGN COUNTRY WHERE IT MAY OPERATE FROM TIME TO TIME.

ARTICLE III

THE MAXIMUM NUMBER OF SHARES OF STOCK OF THIS CORPORATION SHALL BE ONE HUNDRED (100) SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) EACH, FULLY PAID AND NON-ASSESSABLE, ALL OF WHICH SHALL BECOME COMMON STOCK, AND THE SAME SHALL BE ISSUED AND SOLD FOR SUCH CONSIDERATION AS MAY BE FIXED BY THE BOARD OF DIRECTORS, AND SUCH SHARES OF STOCK SHALL BE ISSUED, SOLD OR TRANSFERRED IN ACCORDANCE WITH THE BY-LAWS OF THE CORPORATION.

ARTICLE IV

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION SHALL BEGIN BUSINESS SHALL BE ONE HUNDRED DOLLARS (\$100.00)

ARTICLE V

THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE.

ARTICLE VI

THE PRINCIPAL OFFICE OF THIS CORPORATION SHALL BE:
701 S.W. 17th AVENUE
MIAMI, FL 33135

ARTICLE VII

THE MAILING ADDRESS OF THIS CORPORATION SHALL BE:
701 S.W. 17th AVENUE
MIAMI, FL 33135

ARTICLE VIII

THE RESIDENT AGENT OF THE CORPORATION AND ITS ADDRESS SHALL BE:
LUCIANO MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135

THE BOARD OF DIRECTORS, IN ITS DISCRETION, MAY REPLACE ITS RESIDENT AGENT AT ANY TIME, WITH SUCH REPLACEMENT TO BE EFFECTIVE UPON NOTICE OF SUCH REPLACEMENT BEING FILED WITH THE SECRETARY OF STATE.

ARTICLE IX

THE BUSINESS AND AFFAIRS OF THE CORPORATION SHALL BE CONDUCTED BY THE BOARD OF DIRECTORS OF NOT LESS THAN ONE (1) NOR MORE THAN FIVE (5), IN ACCORDANCE WITH THE BY-LAWS TO BE ADOPTED BY THE BOARD OF DIRECTORS WHICH ARE NOT IN CONFLICT WITH THE PROVISIONS OF THESE ARTICLES OF INCORPORATION.

ARTICLE X

THE NAMES AND ADDRESSES OF THE OFFICERS AND THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION WHO SHALL HOLD OFFICE FOR THE FIRST YEAR OF ITS EXISTENCE, OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFIED, ARE AS FOLLOWS:

LUCIANO MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135

DIRECTOR/PRESIDENT/TREASURER

MARILYN MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135

DIRECTOR/VICE-PRESIDENT/SECRETARY

ARTICLE XI

THE NAMES AND POST OFFICE ADDRESSES OF THE SUBSCRIBERS TO THIS CERTIFICATE OF INCORPORATION, AND THE NUMBER OF SHARES EACH AGREES TO TAKE, AND THE CONSIDERATION THEREFORE, THE PROCEEDS OF WHICH WILL AMOUNT TO AT LEAST ONE HUNDRED DOLLARS (\$100.00) ARE AS FOLLOWS:

NAME AND ADDRESSES

SHARES

CONSIDERATION

LUCIANO MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135

50

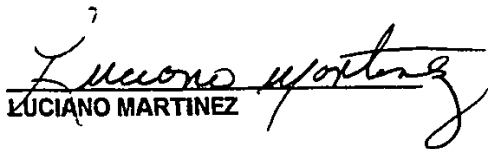
\$50.00

MARILYN MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135

50

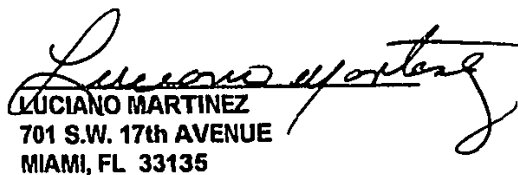
\$50.00

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBE TO THIS CERTIFICATE OF INCORPORATION AT THE CITY OF MIAMI, FLORIDA, THIS 29TH DAY OF JULY, 1997, FOR THE USES AND PURPOSES AFORESAID.


LUCIANO MARTINEZ


MARILYN MARTINEZ

I, THE UNDERSIGNED, HEREIN ACCEPT THE APPOINTMENT AS REGISTERED AGENT


LUCIANO MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA:

1. THE NAME OF THE CORPORATION IS:

VERO OPTICAL, INC.

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

**LUCIANO MARTINEZ
701 S.W. 17th AVENUE
MIAMI, FL 33135**

SIGNATURE *Luciano Martinez*
LUCIANO MARTINEZ

TITLE PRESIDENT

DATE JULY 29th, 1997

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

SIGNATURE *Luciano Martinez*
LUCIANO MARTINEZ

DATE JULY 29th, 1997

FILED
JUL 30 PM 3:39
STATE OF FLORIDA