

P.970000 74081



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 509138-005 4355011

AUTHORIZATION :

COST LIMIT : \$ 122.50

ORDER DATE : August 26, 1997

ORDER TIME : 11:25 AM

ORDER NO. : 509138-005

CUSTOMER NO: 4355011

000002277720--5

CUSTOMER: Ms. Nancy J. Mulligan
LEWIS VEGOSEN ROSENBACH &
SILBER, P.A.
P. O. Box 4388

West Palm Beach, FL 33402-4388

DOMESTIC FILING

NAME: QUALITY CARE OPTICAL, 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: Tonya C. Holliday

EXAMINER'S INITIALS:

FILED
97 AUG 26 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 AUG 25 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SN AUG 26 1997

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FILED
8/25/97

ARTICLES OF INCORPORATION
OF
QUALITY CARE OPTICAL, INC.

FILED
97 AUG 26 PM 3:02
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is QUALITY CARE OPTICAL, INC.

ARTICLE II - PRINCIPAL ADDRESS

840 U.S. Highway One, Suite 425
North Palm Beach, Florida, 33408

and the mailing address of the corporation shall be the same.

ARTICLE III - COMMENCEMENT

This Corporation shall commence on the date of execution and acknowledgement of these Articles.

ARTICLE IV - PURPOSE

This Corporation is organized for the purpose of transacting any or all lawful business and activities permitted under the laws of the United States, the State of Florida or any other state, county, territory or nation.

ARTICLE V - CAPITAL STOCK

This Corporation is authorized to issue a maximum of 1,000 shares of \$1.00, par value, common stock.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 840 U.S. Highway One, Suite 425, North Palm Beach, Florida 33408 and the name and address of the initial registered agent is Paul Rosenblum, 840 U.S. Highway One, Suite 425, North Palm Beach, Florida, 33408.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors. This Corporation shall have one Director initially. The number of Directors shall be established by the Bylaws and may be either increased or diminished from time to time as provided in the Bylaws.

ARTICLE VIII - INCORPORATOR

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

Paul Rosenblum
840 U.S. Highway One, Suite 425
North Palm Beach, Florida 33408

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE X - INDEMNIFICATION

Subject to the qualifications contained in Section 607.0850, Florida Statutes, the Corporation shall indemnify its Officers and Directors and former Officers and Directors against expenses (including attorneys fees), judgments, fines and amounts paid in settlement arising out of his or her services as an Officer or Director of the Corporation.

ARTICLE XI - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Stockholders is subject to this reservation.

ARTICLE XII - PREEMPTIVE RIGHTS

Every Stockholder, upon the sale for cash or other property of any previously unissued stock of this Corporation of the same kind,

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 48.091 AND 607.0501 OF THE FLORIDA
STATUTES, QUALITY CARE OPTICAL, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS AT THE CITY OF NORTH PALM BEACH, STATE OF
FLORIDA, HAS NAMED PAUL ROSENBLUM LOCATED AT 840 U.S. HIGHWAY ONE,
SUITE 425, CITY OF NORTH PALM BEACH, STATE OF FLORIDA, 33408, AS
ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

Paul Rosenblum, Incorporator

DATED: AUGUST 25, 1997

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

SIGNATURE: _____

Paul Rosenblum, Registered Agent

DATED: AUGUST 25, 1997

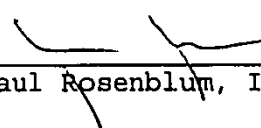
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class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII - TERMS OF EXISTENCE

This Corporation is to exist perpetually.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of August, 1997.



Paul Rosenblum, Incorporator

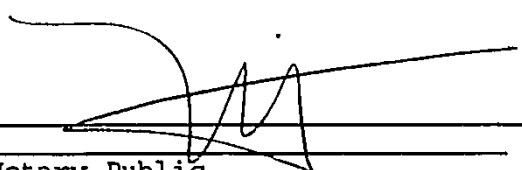
STATE OF FLORIDA)
) SS
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day personally came and appeared before me, the undersigned Notary Public authorized to take acknowledgments in the state and county set forth above, Paul Rosenblum, personally known to me, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal this 25th day of August, 1997.



NANCY J. MULLIGAN
My Commission CC452860
Expires May. 19, 1999
Bonded by ANB
800-852-5878



Notary Public
Commission No. _____

My commission expires:

FILED
97 AUG 26 PM 3:02
TALLAHASSEE, FLORIDA