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Reply To: Miami Office

September 15, 1997

Secretary of State of Florida
Corporate Division
P.O. Box 6327
Tallahassee, Florida 32314

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****122.50 ****122.50

Re: Articles of Incorporation
Key Optical Group, Inc.

Dear Madam::

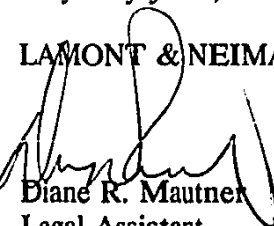
Enclosed, in duplicate, please find, Articles of Incorporation for Key Optical Group, Inc.

Also enclosed, please find, our cost check of \$122.50. Please forward the certified copy of the Articles to us in the enclosed, pre-addressed, stamped envelope.

Should you have any questions, please do not hesitate to contact us.

Very truly yours,

LAMONT & NEIMAN, P.A.


Diane R. Mautner
Legal Assistant
enc.

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Dmp
9/18/97

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97 SEP 17 AM 8:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**KEY OPTICAL GROUP, INC.
a Florida Corporation**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I
CORPORATE NAME**

The name of this Corporation shall be:

KEY OPTICAL GROUP, INC.

**ARTICLE II
NATURE OF CORPORATE BUSINESS**

The Corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III
CAPITAL STOCK**

The Corporation is authorized to issue and have outstanding at any one time an aggregate number of 1,000 shares of one class of common stock having a par value of \$.01 per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

**ARTICLE IV
PREEMPTIVE RIGHTS**

All shareholders of the Corporation shall be vested with full preemptive rights.

**ARTICLE V
EXISTENCE**

The Corporation shall commence its existence upon the filing of these Articles of Incorporation.

The Corporation shall have a perpetual existence, unless sooner dissolved according to law.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's Initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: LAMONT & NEIMAN, P.A.

INITIAL REGISTERED OFFICE: One Biscayne Tower
Suite 3550
Two South Biscayne Boulevard
Miami, Florida 33131

ACKNOWLEDGMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.

REGISTERED AGENT

LAMONT & NEIMAN, P.A.

By: 

Jan S. Neiman, Secretary

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The number of directors may be increased or decreased from time to time, by the By-Laws adopted by the shareholders, but shall never be less than one (1) nor more than seven (7).

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the initial members of the Board of Directors are:

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TALLAHASSEE, FLORIDA

Robert C. Rege-Turo
328 Crandon Boulevard
Suite 203-204
Key Biscayne, Florida 33149

Patricia Baldwin
328 Crandon Boulevard
Suite 203-204
Key Biscayne, Florida 33149

Joseph Raymond Hyman, Jr.
328 Crandon Boulevard
Suite 203-204
Key Biscayne, Florida 33149

ARTICLE IX CUMULATIVE VOTING FOR DIRECTORS

At all elections of directors of this corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all such votes for a singular director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE X PRINCIPAL OFFICE

The principal office of the corporation is:

328 Crandon Boulevard
Suite 203-204
Key Biscayne, Florida 33149

ARTICLE XI MAILING ADDRESS

The mailing address of the corporation is:

328 Crandon Boulevard
Suite 203-204
Key Biscayne, Florida 33149

**ARTICLES XII
POWERS**

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

**ARTICLE XIII
INCORPORATOR**

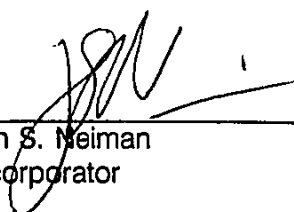
The name and address of the Incorporator executing these Articles of Incorporation is:

Jan S. Neiman
One Biscayne Tower, #3550
Two South Biscayne Boulevard
Miami, Florida 33131

**ARTICLE XIV
AMENDMENT OF ARTICLES**

This 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, I, the Incorporator, have executed these Articles of Incorporation this 15 day of September, 1997.



Jan S. Neiman
Incorporator