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FLORIDA DIVISION OF CORPORATIONS

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ACCT#:

CONTACT: ~~DEWEA~~ ~~DEMPSEY~~ *Linda Kinloch*
PHONE: (561) 394-0500
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FAX #:

NAME: MYOPTICS OF BOCA, INC.

AUDIT NUMBER.....H97000016319

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

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October 1, 1997

VIA TELECOPY/850-922-4001

Secretary of State
Corporation Division
409 E. Gaines Street
Tallahassee, Florida 32302

Dear Sir:

RE: MYOPTICS OF BOCA, INC.

Enclosed are the Articles of Incorporation for Myoptics of Boca, Inc.

Please charge our account accordingly and forward a certified copy to the undersigned.

If you have any questions, please call 1-800-331-1025.

Very truly yours,


Linda Kinloch

Attachment
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ARTICLES OF INCORPORATION
OF
MYOPTICS OF BOCA, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is: MYOPTICS OF BOCA, INC.

ARTICLE II

COMMENCEMENT OF CORPORATE EXISTENCE

The existence of the Corporation shall commence at the time and date of filing of these Articles by the Department of State of the State of Florida.

ARTICLE III

PURPOSE

The Corporation is organized for the purpose of the transaction of any or all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

PREPARED BY:

Susan K. Baumel, Esq.
Hodgson, Russ, Andrews, Woods & Goodyear, LLP
2000 Glades Road, Suite 400
Boca Raton, Florida 33431
(561) 394-0500
Bar Number: 284351

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ARTICLE IV
CAPITAL SHARES

The number of shares that the Corporation is authorized to have outstanding at any time is 5,000 common shares of the par value of \$1.00 each.

ARTICLE VI
INITIAL REGISTERED OFFICE AND INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is 3011 Yamato Road, Suite A 17, Boca Raton, Florida 33434; and the name of the initial registered agent of the Corporation is Debra M. Wolicki.

ARTICLE VII
PRINCIPAL OFFICE/MAILING ADDRESS OF THE CORPORATION

The principal office/mailing address of the Corporation is:

3011 Yamato Road
Suite A 17
Boca Raton, Florida 33434

ARTICLE VIII
INCORPORATOR

The name and street address of the Incorporator of the Corporation is:

Debra M. Wolicki
3011 Yamato Road
Suite A 17
Boca Raton, Florida 33434

IN WITNESS WHEREOF, I have made and executed these Articles of Incorporation this 30 day of September, 1997.


Debra M. Wolicki, Incorporator

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CERTIFICATE OF DESIGNATIONACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been appointed as registered agent and to accept service of process for the above-named Corporation at the place described in the foregoing Articles of Incorporation, the undersigned hereby accepts the appointment as registered agent and agrees to act in such capacity. Further, it agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and states that it is familiar with and accepts the obligations of its position as registered agent.


Debra M. Wolicki

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