

PA7000098097

TRENAM, KEMKER, SCHARF, LARRIN, FRYE, O'NEILL & MULLIS  
PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW

FILED

TAMPA OFFICE  
2700 BARNETT PLAZA  
101 EAST KENNEDY BOULEVARD  
POST OFFICE BOX 1102  
TAMPA, FLORIDA 33601-1102  
TELEPHONE (813) 223-7474  
TELEFAX (813) 229-6553

PLEASE REPLY TO  
Tampa

97 NOV 14 AM 10:10

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ST. PETERSBURG OFFICE  
2100 BARNETT TOWER  
ONE PROGRESS PLAZA  
POST OFFICE BOX 2245  
ST. PETERSBURG, FLORIDA 33731-2245  
TELEPHONE (813) 898-7474  
TELEFAX (813) 821-0407

November 12, 1997

Secretary of State  
Bureau of Corporate Records  
Post Office Box 6327  
Tallahassee, FL 32314

000002347710--2  
-11/14/97--01083--006  
\*\*\*122.50 \*\*\*122.50

Re: New Century Vision Services, Inc.  
Our File No. 97-2900

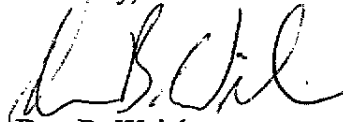
Dear Sir or Madam:

We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of New Century Vision Services, Inc. and our check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely,

  
Don B. Weinbren

DBW/lab  
Enclosures: 4

P.Hall NOV 18 1997

**ARTICLES OF INCORPORATION**

**OF**

**NEW CENTURY VISION SERVICES, INC.**

FILED  
97 NOV 14 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

Name

The name of this corporation shall be:

**NEW CENTURY VISION SERVICES, INC.**

**ARTICLE II**

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4302 Henderson Blvd., Ste. 112  
Tampa, FL 33629

**ARTICLE III**

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

## ARTICLE IV

### Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

## ARTICLE V

### Existence of Corporation

This corporation shall have perpetual existence.

## ARTICLE VI

### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 2700, Tampa, Florida 33602, and the initial registered agent of this corporation at

such office shall be Don B. Weinbren. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

## ARTICLE VII

### Board of Directors

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or outside the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

## ARTICLE VIII

### Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Don B. Weinbren	101 East Kennedy Boulevard Suite 2700 Tampa, Florida 33602

## ARTICLE IX

### By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law

in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

## ARTICLE X

### Amendment of Articles of Incorporation

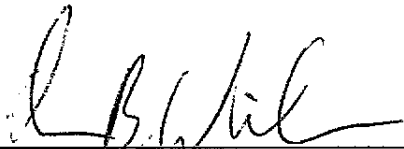
This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

## ARTICLE XI

### Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
\_\_\_\_\_  
DON B. WEINBREN

NEW CENTURY VISION SERVICES, INC.

FILED

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

87 NOV 14 AM 10:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, Don B. Weinbren, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 12th day of November, 1997.

  
\_\_\_\_\_  
DON B. WEINBREN