

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

PHILIP O. ALLEN
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BEACH A. BROOKS, JR.
KRISTEN M. BUZZANCA
J. DAVIS CONNOR
MICHAEL S. CRAIG
ROY A. CRAIG, JR.
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DENNIS P. JOHNSON
KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
M. CRAIG MASSEY
PETER J. MUNSON
CORNEAL B. MYERS
CORNELIUS B. MYERS, III
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ROBERT E. PUTERBAUGH
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WINTER HAVEN, FLORIDA 33881
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FAX 299-5498

PLEASE REPLY TO:

Lake Wales
December 11, 1997

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

EFFECTIVE DATE
1-1-98

300002372503-6
-12/15/97-01122-015
****122.50 ****122.50

Re: John's Optical, P.A.
Articles of Incorporation

Gentlemen:

Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named Florida corporation. Please file the articles on January 1, 1998.


Also enclosed is this firm's check, in the amount of \$122.50, representing payment of the following fees: file Articles - \$35.00, registered agent fee - \$35.00 and certified copy fee - \$52.50.

Upon approval and filing of these articles, certificate and affidavit, please furnish certified copies to the attention of:

Keith H. Wadsworth
Peterson & Myers, P.A.
P.O. Box 1079
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,


Keith H. Wadsworth

/ap
Enclosures

D. BROWN DEC 16 1997

ARTICLES OF INCORPORATION
OF
JOHN'S OPTICAL, P.A.
(a corporation for profit)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 1:20

EFFECTIVE DATE
1-1-98

The undersigned natural person, competent and licensed to practice as an optician in the State of Florida, acting hereby as Incorporator for the purpose of forming a Professional Service Corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME

The name of this corporation is JOHN'S OPTICAL, P.A.

ARTICLE II
DURATION

This corporation shall have perpetual duration. The corporate existence shall begin January 1, 1998.

ARTICLE III
PURPOSES AND POWERS

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To engage in every aspect in the practice of opticianry, and all its fields of specializations, as are engaged in by licensed opticians.
- b. To engage and render the professional services involved only through its officers, agents and employees who shall be opticians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional service as this corporation.
- c. To invest its funds in real estate, mortgages, stocks, bonds and any other type of investments permitted by law.
- d. To engage in no other business other than the rendition of the professional services specified herein.

e. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

a. The aggregate number of shares which the corporation is authorized to issue is Five Thousand (5,000) shares of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

b. Shares of the corporation's stock and certificates shall be issued only to opticians in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE V

PRINCIPAL OFFICE

The address of the principal office and the mailing address of the corporation shall initially be 749 State Road 60 East, Lake Wales, FL 33853.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office is 749 State Road 60 East, Lake Wales, FL 33853, and the name of its initial registered agent at that office is John J. Greskowitz.

ARTICLE VII

MANAGEMENT OF THE CORPORATION'S AFFAIRS

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

ARTICLE VIII

OFFICERS

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

ARTICLE IX
INITIAL OFFICERS

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President: John J. Greskowitz

Secretary: John J. Greskowitz

Treasurer: John J. Greskowitz

Vice President: John J. Greskowitz

ARTICLE X
BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation shall be one. The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

John J. Greskowitz
749 State Road 60 East
Lake Wales, FL 33853

ARTICLE XI
NAMES AND ADDRESSES OF INCORPORATORS

The name and address of the incorporator of this corporation are as follows:

John J. Greskowitz
749 State Road 60 East
Lake Wales, FL 33853

ARTICLE XII
BYLAWS

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

ARTICLE XIII
MEETINGS OF THE SHAREHOLDERS

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

ARTICLE XIV
QUORUM AT SHAREHOLDERS' MEETING

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

ARTICLE XV
SEVERANCE AND TERMINATION OF EMPLOYMENT

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

ARTICLE XVI
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XVII
AMENDMENT OF ARTICLES

The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming this professional service corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 9th day of December, 1997.

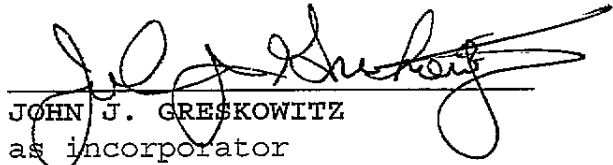
Signed, sealed and delivered
in the presence of:



Print Name: Keith H. Wadsworth



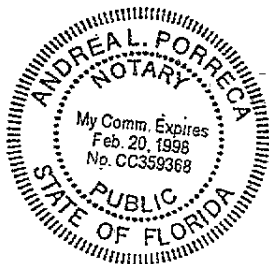
Print Name: Andrea L. Porreca



JOHN J. GRESKOWITZ
as incorporator

STATE OF FLORIDA

COUNTY OF POLK

The foregoing Articles of Incorporation was acknowledged before me this 9th day of December, 1997, by JOHN J. GRESKOWITZ, who is personally known to me or who has produced a drivers license as identification.



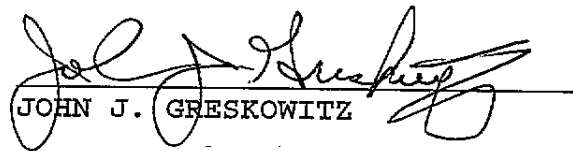

Notary Name: Andrea L. Porreca
State of Florida
My Commission Expires: 2/20/98

SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 15 PM 1:20

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, 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 state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: December 9, 1997


JOHN J. GRESKOWITZ