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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: FAS-T CORP. AGENTS, INC.

ACCT#: 071001002335

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NAME: CENTER OPTICAL H.K., INC.

AUDIT NUMBER.....H97000020801

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

CERT. OF STATUS..1

PAGES..... 3

CERT. COPIES.....0

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

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ARTICLES OF INCORPORATION
OF
CENTER OPTICAL H.K., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be: CENTER OPTICAL H.K., INC.

The principal place of business of this corporation shall be:

9485 S.W. 72ND STREET, SUITE A-240 MIAMI, FLORIDA 33173

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III CAPITAL STOCK

The aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 1,000 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

PRESIDENT: Jorge Valdes 9485 S.W. 72nd St.
Suite A-240
Miami, Fl 33173

Prepared by: Jorge Valdes
9485 S.W. 72nd St.
Suite A-240
Miami, Fl 33173
(305) 275-2727

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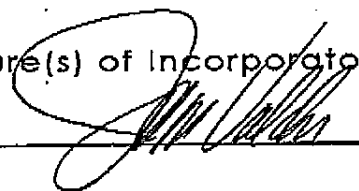
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of Incorporation is(are):

Jorge Valdes 9485 S.W. 72nd St.
Suite A-240
Miami, Fl 33173

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 17th day of December, 1997.

Signature(s) of Incorporator(s)



H97000020801

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

CENTER OPTICAL H.K., INC.

2. The name and address of the registered agent and office is:

Jorge Valdes 9485 S.W. 72nd St., Suite A-240
(P.O. BOX NOT ACCEPTABLE)

Miami, Fl 33173
(CITY/STATE/ZIP)

SIGNATURE

TITLE PRESIDENT

DATE 12/17/97

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE

DATE

12/17/97