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12/19/97

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4001

FROM: ACE INDUSTRIES, INC.

ACCT#: 070744001530

CONTACT: PAM FRIEDMAN

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FAX #: (305)358-7832

NAME: NEW VISION DIAGNOSTICS, INC.

AUDIT NUMBER.....H97000020978

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

CERT. OF STATUS..0

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TALLAHASSEE FLORIDA

B. McKnight DEC 22 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 22, 1997

ACE INDUSTRIES, INC.

SUBJECT: NEW VISION DIAGNOSTICS, INC.
REF: W97000028388

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The person designated as incorporator in the document and the person signing as incorporator must be the same.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

FAX Aud. #: H97000020978
Letter Number: 897A00059919

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
of
NEW VISION DIAGNOSTICS, INC.

I, the undersigned incorporator of this corporation, under Florida Statute 607, as amended, adopt the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is: **NEW VISION DIAGNOSTICS, INC.** The principal place of business and the mailing address of this corporation shall be 18260 Northeast 19th Avenue, North Miami Beach, Florida 33162.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any lawful activity for which corporations may be organized under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

ARTICLE IV. CAPITALIZATION

The minimum amount of capital with which the corporation will commence is Five Hundred Dollars (\$500.00).

ARTICLE V. VOTING

Except as otherwise provided by law, the entire voting power for all purposes shall be vested exclusively in the holders of the outstanding common shares.

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Prepared by:
ace! Industries, Inc.
54 Northwest 11th St.
Miami, FL 33136
(305) 452-7571

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ARTICLE VI. DURATION

This corporation is to have perpetual existence commencing on the date of execution and acknowledgment of these Articles of Incorporation.

ARTICLE VII. DIRECTORS

The number of directors of the corporation shall be at least one and no more than ten, as voted upon by the shareholders of the corporation.

The names and addressess of the members of the first board of directors who, subject to the provisions of the Certificate of Incorporation, the By-Laws and Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

| NAME | ADDRESS |
|---|--|
| <i>ESTHER MIKELSTEIN</i> <i>Director</i> | <i>18260 Northeast 19th Avenue</i> <i>North Miami Beach, Florida 33162</i> |

ARTICLE VIII. OFFICERS

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| | |
|---|--|
| <i>Esther Mikelstein</i> <i>President/Vice Pres.</i> | <i>18260 Northeast 19th Avenue</i> <i>North Miami Beach, Florida 33162</i> |
|---|--|

ARTICLE IX. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

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ARTICLE X. TRANSFER OF SHARES

No shareholder may transfer or otherwise dispose of his interest in the corporation without first permitting the remaining shareholders a right of first refusal commensurate with their respective proportional shareholder interest in the corporation. Should any shareholder desire not to exercise the right of first refusal, any remaining shareholder shall be entitled to a right of second refusals to the first shareholder's exercisable interest of right of first refusal. Value of the stock shall be determined by a disinterested appraiser.

ARTICLE XI. INITIAL REGISTERED AGENT/OFFICE

The name and address of the initial registered agent of this corporation is: Esther Mikelstein, 18260 Northeast 19th Avenue, North Miami Beach, Florida 33162.

ARTICLE XII. SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is: Esther Mikelstein, 18260 NE 19th Avenue, North Miami Beach, FL 33162.

ARTICLE XIII. INDEMNIFICATION

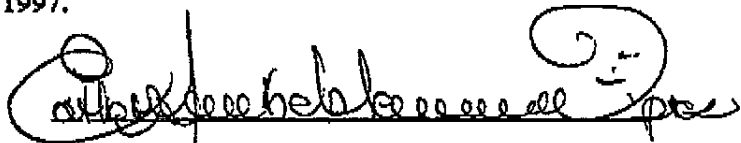
The subscriber, along with the officer and directors of the corporation shall be indemnified and held harmless by the corporation from and against any and all claims, losses, costs, liability or expense incurred by him or her in connection with or resulting from any claim, action, suit or proceeding, in which he or she may become involved, as a party or otherwise, by reason of his or her being or having been a director, officer or employee of the corporation, whether or not he or she continues to be such at the time such loss, costs, liability or expense is imposed or incurred, except with regard to matters as to which any such director, officer or employee is found guilty of gross negligence or willful misconduct in the performance of his or her duty.

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Expenses (including attorney's fees) incurred in defending any claim, action, suit or proceeding may be paid by the corporation in advance of the final disposition of such proceeding.

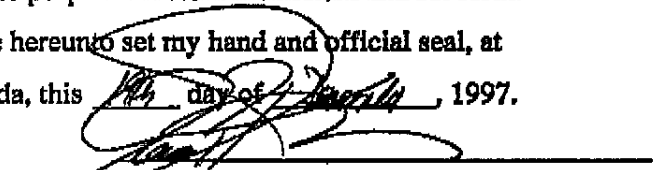
Dated this 14th day of December 1997.


ESTHER MIKELSTEIN, President/Vice Pres.

STATE OF FLORIDA)
) ss:
COUNTY OF Dade)

BEFORE ME, the undersigned Notary Public, personally appeared Esther Mikelstein, who produced _____ as identification and/or is well known to be the person described in and who executed the foregoing Articles of Incorporation, as President of NEW VISION DIAGNOSTICS, INC., and, upon oath, acknowledged before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at Dade, _____ County, Florida, this 14th day of December, 1997.



Notary Public

My Commission Expires:

 SHARAE MARIE KALLIN
COMMISSION # CC 549884
EXPIRES APR 23, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

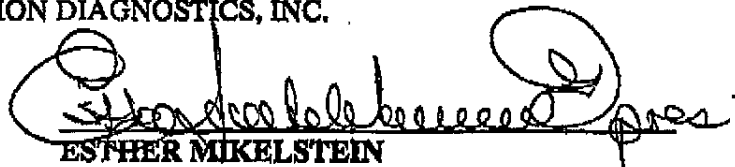
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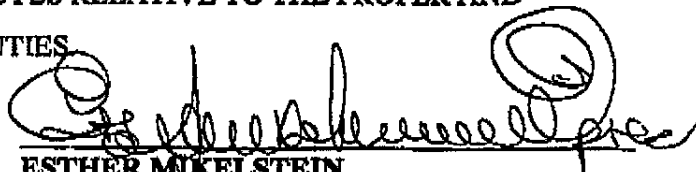
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM,
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING SUBMITTED:

FIRST -- NEW VISION DIAGNOSTICS, INC., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL
PLACE OF BUSINESS LOCATED AT 18260 NORTHEAST 19TH AVENUE, NORTH MIAMI
BEACH, FLORIDA 33162, HEREBY NAMES ESTHER MIKELSTEIN, AT 18260
NORTHEAST 19TH AVENUE, NORTH MIAMI BEACH, FLORIDA 33162, AS
REGISTERED AGENT FOR NEW VISION DIAGNOSTICS, INC.


ESTHER MIKELSTEIN

HAVING BEEN NAMED TO ACCEPT SERVICE OR 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


ESTHER MIKELSTEIN
REGISTERED AGENT
DATED: December 14th, 1997

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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