

LAW OFFICE
CHARLES DAWSON BARNETT
500 AUSTRALIAN AVENUE SOUTH
SUITE 800
WEST PALM BEACH, FLORIDA 33401
TELEPHONE (561) 832-2434
TELECOPIER (561) 833-4524

December 18, 1997

Secretary of State
Corporations Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: Eyeglass World No. 34, Inc.

100002379241--8
-12/22/97--01079--016
*****122.50 *****122.50

Dear Sir:

Enclosed please find two original copies of Articles of Incorporation for Eyeglass World No. 34, Inc. Also enclosed is a check in the amount of \$122.50 for the filing fees.

Please file the Articles and return one of the copies thereof to me together with your Certificate.

Thank you for your assistance. If you have any questions regarding this matter, please let me know.

Sincerely yours,


Charles D. Barnett

Enclosure

FILED
97 DEC 22 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MC 12-24-97

FILED
97 DEC 22 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EYEGLOSS WORLD NO. 34, INC.

The undersigned, acting as an incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

1. The name of the corporation is Eyeglass World No. 34, Inc. (the "Corporation").
2. The mailing address and principal office address of the Corporation is 3701 South Congress Avenue, Lake Worth, FL 33461.
3. The period of its duration is perpetual, unless sooner dissolved.
4. The date and time of the commencement of the corporate existence shall be the time of filing of Articles of Incorporation by the Department of State.
5. The general purpose or purposes for which the Corporation is organized are to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida Business Corporation Act.
6. The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares, par value One Dollar (\$1.00) per share. All such shares are of one class, and are designated as common shares.
7. The street address of the initial registered office of the Corporation is 3701 South Congress Avenue, Lake Worth, FL 33461, and the name of its initial registered agent at such address is Massimo Musa.
8. The affairs and business of the Corporation are to be conducted (a) by a Board of Directors of such number as the shareholders may select at each annual meeting of shareholders; (b) by a President, who shall be elected by the Board of Directors at such time and in such manner as the Board of Directors may select; and (c) by such other officers, assistant officers and agents as the Board of Directors may authorize the President of the Corporation to appoint.

The first Board of Directors consisting of three directors, who shall serve until the first annual meeting of shareholders or until their successors are elected and qualified, is as follows:

Marco Musa
3701 S. Congress Avenue
Lake Worth, FL 33461

Massimo Musa
3701 S. Congress Avenue
Lake Worth, FL 33461

Marc' Andrea Musa
3701 S. Congress Avenue
Lake Worth, FL 33461

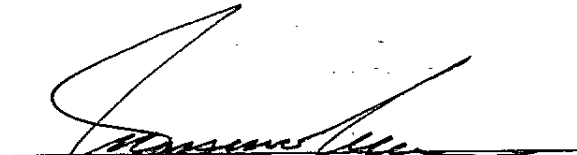
9. The name and address of the incorporator is:

Charles D. Barnett
500 Australian Avenue South
Suite 800
West Palm Beach, Florida 33401

DATED: December 16, 1997, at West Palm Beach, Florida.


CHARLES D. BARNETT

MASSIMO MUSA, having been designated to act as Registered Agent, hereby agrees to act in this capacity.


MASSIMO MUSA

FILED
97 DEC 22 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA