

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000002857

Ortho-K Vision, Inc.

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS

98 JAN 12 AM 11:09

EFFECTIVE DATE

01-09-98

Art of Inc. File

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by:

Kim

Name

1/12/98

Date

10:30

Time

Walk-In

Will Pick Up

RECEIVED
98 JAN 12 AM 10:02
DIVISION OF CORPORATIONS

RP
01-12-98

ARTICLES OF INCORPORATION

of

Ortho-K Vision, Inc.

ARTICLE I. NAME AND ADDRESS

The name of this Corporation is Ortho-K Vision Inc., and the address of the Corporation shall be 981 E. Eau Gallie Blvd., Indian Harbor Beach, FL, 32937.

ARTICLE II. COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203 Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

ARTICLE III. DURATION

This Corporation shall exist perpetually, commencing on the date of the subscription and acknowledgment of the Articles of Incorporation.

ARTICLE IV. PURPOSE

This Corporation is organized for the purpose of the transaction of any lawful business.

ARTICLE V. CAPITAL STOCK

This Corporation is authorized to issue one hundred thousand (100,000) common shares of \$0.001 (dollars) par value capital stock which stock shall be of one class only which shall be common voting stock.

ARTICLE VI. PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. For the first year of existence of this Corporation, every shareholder so authorized by the Board of Directors at the time of his or her initial acquisition of capital stock shall, upon the sale for cash by this Corporation of any new capital stock, have the preemptive right to purchase his or her pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII. INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered agent of this Corporation is 981 E. Eau Gallie Blvd., Indian Harbor Beach, FL, 32937. The name of the initial registered agent for this Corporation at that address is Thomas R. Reim.

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ARTICLE VIII. BOARD OF DIRECTORS

The incorporator shall hold an organizational meeting or execute a written consent to elect a Board of Directors who shall complete the organization of the Corporation.

ARTICLE IX. MANAGEMENT OF CORPORATION

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation. The election of directors shall be done in accordance with the Bylaws. All corporate powers shall be exercised by the Board of Directors.

ARTICLE X. INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Gregg Rasor. The business address of the incorporator is 1164 S.W. 23rd Avenue, Boynton Beach, FL 33426.

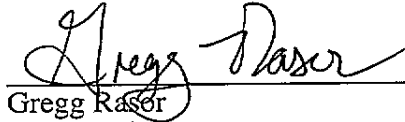
ARTICLE XI. INDEMNIFICATION

This Corporation shall indemnify any director or officer to the full extent as provided for by law.

ARTICLE XII. AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto. Any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 9th day of January, 1998.



Gregg Rasor
Attorney At Law
1164 S.W. 23rd Avenue
Boynton Beach, Florida 33426

Florida Bar No. 0075957

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above named Corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Law relative to keeping this office open.



Thomas R. Reim
By Gregg Rasor as Attorney In Fact
1164 S.W. 23rd Avenue
Boynton Beach, Florida 33426

Florida Bar No. 0075957

DreimLens, Inc.

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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 is Ortho-K Vision, Inc.

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

Thomas R. Reim
(NAME)

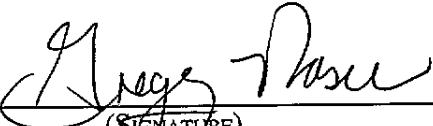
981 E. Eau Gallie Blvd.
(P. O. Box or Mail Drop Box NOT ACCEPTABLE)

Indian Harbor Beach, FL. 32937
(CITY/STATE/ZIP)

98 JAN 12 AM 11:09

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

1/9/97
(DATE)

Thomas R. Reim

By Gregg Rasor as Attorney In Fact
1164 S.W. 23rd Avenue
Boynton Beach, Florida 33426

Florida Bar No. 0075957

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314