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FLORIDA DIVISION OF CORPORATIONS
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FROM: ZISKIND & ARVIN, P.A.
075350000552

ACCT#:

CONTACT: KENNETH I ARVIN
PHONE: (305)577-4888
(305)577-6199

FAX #:

NAME: EYECARE SPECIALISTS, INC.

AUDIT NUMBER.....H98000001075

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

CERT. OF STATUS..0

PAGES.....4

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION
of
EYECARE SPECIALISTS, INC..**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the provisions of Chapter 607 Florida Statutes:

ARTICLE I. NAME

The name of this corporation is EYECARE SPECIALISTS, INC. (the "Corporation").

ARTICLE II. - ADDRESS

The principal business address and mailing address of the Corporation is

c/o Ziskind & Arvin, P.A.
444 Brickell Avenue, Suite 905
Miami, FL 33131

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ARTICLE III. - PURPOSE

The Corporation is organized for the purpose of transacting any and all lawful activities or business for which corporations may be formed under Chapter 607 of the Florida Statutes.

ARTICLE IV. - CAPITAL STOCK

The maximum number of shares which this Corporation is authorized to have outstanding at any time is 10,000 shares of Common Stock having a par value of \$0.01 per share.

This item prepared by:
Kenneth L Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

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**ARTICLE V. - INITIAL REGISTERED
OFFICE AND AGENT**

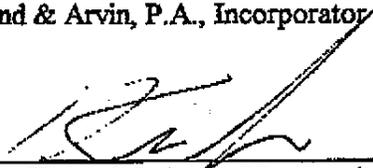
The initial registered office of this Corporation shall be at 444 Brickell Avenue, Suite 905, Miami, FL 33131 and the initial registered agent of this Corporation at such office shall be Ziskind & Arvin, P.A.

ARTICLE VI. - INCORPORATOR

The name and street address of the person signing these Articles of Incorporation is Ziskind & Arvin, P.A., 444 Brickell Avenue, Suite 905, Miami, FL 33131

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 16th day of January, 1998.

Ziskind & Arvin, P.A., Incorporator

By: 
Kenneth I. Arvin, Vice President

This item prepared by:
Kenneth L Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

H98000001075 4

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**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is:

EYECARE SPECIALISTS, INC..

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

**ZISKIND & ARVIN, P.A.
444 Brickell Avenue, Suite 905
Miami, FL 33131**

Pursuant to Section 607.0501, Florida Statutes, the undersigned has been named to act as the registered agent of EYECARE SPECIALISTS, INC., at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with Section 607.0505, Florida Statutes, relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: January 16, 1998

ZISKIND & ARVIN, P.A., Registered Agent

By: 
Kenneth I. Arvin, Vice President

This item prepared by:
Kenneth I. Arvin
444 Brickell Avenue
Suite 905
Miami, Florida 33131
(305)577-4888
Fla. Bar #0039632

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