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MURRAH, DOYLE AND WIGLE, P.A.

ATTORNEYS AND COUNSELLORS AT LAW
MORSE BOULEVARD PROFESSIONAL CENTER
800 WEST MORSE BOULEVARD
WINTER PARK, FLORIDA 32789

January 29, 1998

Via Federal Express

KENNETH F. MURRAH
PATRICK W. DOYLE
BRUCE M. WIGLE, III

EFFECTIVE DATE
1-29-98

FILED
98 JAN 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
MAILING ADDRESS
POST OFFICE BOX 1328
WINTER PARK, FLORIDA 32790
TELEPHONE (407) 644-9801
FAX (407) 644-0820

Department of State
State of Florida
Division of Corporations
409 East Gaines St.
Tallahassee, FL 32399

FILED
98 JAN 30 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
3000002-0083-0
-01/30/98-0067-011
****10:50 ****122.50

Attn: Corporate Records Bureau

Re: THE OPTICAL CENTER, INC.

Dear Sir or Madam:

I enclose an original and an exact or conformed copy of the Articles of this proposed corporation.

The second copy is for certification purposes. Please send the original Certificate of Incorporation together with a certified copy of the Articles of Incorporation.

A check in the amount of \$122.50 is enclosed for the following fees:

Filing fee	\$35.00
Certified copy of Certificate of Incorporation	\$52.50
Notice of Designation of Registered Agent and Acceptance	\$35.00
Total	\$122.50

The notice designating the Registered Office and the Registered Agent, which includes the Registered Agent's acceptance is attached to or included in the Articles.

Very truly yours,



PATRICK W. DOYLE

PWD/smb
encs

CB
2-2-98

ARTICLES OF INCORPORATION

OF

THE OPTICAL CENTER, INC.

EFFECTIVE DATE
1-29-98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 - Name

The name of the corporation is THE OPTICAL CENTER, INC.

ARTICLE 2 - Address

The street address of the initial principal office of the corporation is 255 N. Lakemont Ave., Suite 201, Winter Park, FL 32789. The mailing address of the corporation is the same.

ARTICLE 3 - Shares

This corporation is authorized to issue 1,000 shares of \$1.00 par value common shares. All issued shares must be represented by certificates.

ARTICLE 4 - Preemptive Rights

Each shareholder, upon the sale for money of any new shares of this corporation of the same class or series as that which the shareholder already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE 5 - Initial Registered Office and Agent

The street address of the corporation's initial registered office is 255 N. Lakemont Ave., Winter Park, FL 32789 and the name of the initial registered agent at that office is Eugenio F. Bird. The written acceptance by the registered agent is attached.

ARTICLE 6 - Incorporator

The name and address of each incorporator is:

Patrick W. Doyle 800 West Morse Boulevard, Suite 1, Winter Park, Florida 32789

ARTICLE 7 - Initial Board of Directors

The names and addresses of the individuals who are to serve as the initial directors are:

Eugenio F. Bird	255 N. Lakemont Ave., Winter Park, FL 32789
Jorge Hernandez	1091 Needlewood Loop, Oviedo, FL 32765

ARTICLE 8 - Indemnification

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

ARTICLE 9 - Amendment

The corporation has the right to amend these Articles of Incorporation at any time to add or change a provision that is required by law or permitted in these Articles or to delete a provision not required by law to be in these Articles.

ARTICLE 10 - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors or in the Shareholders, but any bylaw adopted by the Shareholders may not be altered, amended, or repealed by the Board of Directors.

ARTICLE 11 - Date of Commencement of Corporate Existence

Corporate existence begins on the date of signing of the Articles of Incorporation by the incorporator provided the Articles are filed by the Department of State within five (5) business days after such date; otherwise, the date of corporate existence shall begin on the date the Articles are filed by the Department of State.

The undersigned incorporator executed these Articles of Incorporation this 29th day of January, 1998.



PATRICK W. DOYLE, Incorporator

NOTICE OF REGISTERED OFFICE AND REGISTERED AGENT

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted: THE OPTICAL CENTER, INC., desiring to organize and qualify under the laws of the State of Florida hereby designates:

Registered Office:

255 N. Lakemont Ave., Suite 201
Winter Park, FL 32789

Registered Agent:

EUGENIO F. BIRD


EUGENIO F. BIRD, Incorporator

DATED: January 29, 1998

**STATEMENT OF
ACCEPTANCE OF REGISTERED AGENT**

The undersigned hereby accepts the designation as Registered Agent of the above corporation and agrees to comply with the provisions of the Florida Statutes relative to my capacity as Registered Agent. The undersigned is familiar with, and accepts, the obligation of that position as provided for in Section 607.0505, Florida Statutes.


EUGENIO F. BIRD

REGISTERED AGENT

DATED: January 29, 1998

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JAN 30 PM 3:54

FILED