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ACCOUNT NO. : 072100000032

REFERENCE : 785486 81044A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 17, 1998

ORDER TIME : 9:49 AM

ORDER NO. : 785486-005

CUSTOMER NO: 81044A

CUSTOMER: Eddie M. Ohi, Esq.
EDDIE M. OHI, JR., ESQ

685 Northeast 126th Street

North Miami, FL 33161

DOMESTIC FILING

NAME: OPTICAL & HEARING AID CENTER,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 17 PM 12:24

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98 APR 17 AM 11:47
DIVISION OF CORPORATIONS
4/17/98

ARTICLES OF INCORPORATION
OF

OPTICAL & HEARING AID CENTER, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR 17 PM 12:24

ARTICLE I

The name of the corporation is OPTICAL & HEARING AID CENTER, INC. and the address and mailing address of the principal office is at 2014 N.E. 164th Street, North Miami Beach, Florida 33162.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III

This corporation is organized for the transaction of any and all lawful business as may be permitted by law.

ARTICLE IV

This corporation is authorized to issue 100 shares of No Par Value common stock, which shall be designated as Common Shares.

ARTICLE V

Every shareholder, upon the sale for cash of any new stock of the 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.

ARTICLE VI

The street address of the initial registered office of this corporation is 2014 N.E. 164th Street, North Miami Beach, Florida 33162 and the name of the initial registered agent of this corporation at that address is EDGARDO MOCK.

ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

The names and addresses of the members of the initial Board of Directors and Officers of this corporation are:

EDGARDO MOCK
President, Secretary and Director

2014 N.E. 164th Street
N. Miami Beach, Fl. 33162

ARTICLES VIII

The names and addresses of the incorporators signing these Articles of Incorporation are:

EDGARDO MOCK

2014 N.E. 164th Street
N. Miami Beach, Fl. 33162

ARTICLE IX

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X

The Approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether such approval is required by law.

ARTICLE XI

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XII

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact by each director in person.

ARTICLE XIII

The corporation shall indemnify any officer or directors, or any former officer or director, to the fullest extent permitted by law.

ARTICLES XIV

The shareholders of this corporation shall have the exclusive authority to fix the compensation of Directors of this corporation.

ARTICLES XV

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 16 day of April, 1998, at Miami, County of Dade Florida.

Eduardo M. Mock SEAL
EDGARDO MOCK

SEAL

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 16 day of April, 1998, by EDGARDO MOCK, who is personally known to me or who has produced _____,

as identification and who did take an oath, who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation for the purposes therein expressed.

Eddie M. O'Hair, Jr.
Notary Public, State of Florida
Eddie M. O'Hair, Jr.
Print Name

Notary Seal:

Commission Notary Public
OFFICIAL NOTARY SEAL
NOTARY PUBLIC, STATE OF FLORIDA
COMMISSION NO. 497254
MY COMMISSION EXPIRES OCT. 19, 1999

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First--That OPTICAL & HEARING AID CENTER, INC.

desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at City of North Miami Beach
County of Dade, State of Florida has
named EDGARDO MOCK located
at 2014 N.E. 164th Street

(Street address and number of building, Post Office Box address not acceptable)

City of North Miami Beach County of Dade State of
Florida, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office. The Registered Agent is familiar with
and accepts the obligation of the position of Registered Agent.

BY:

Edgardo M. Mock
EDGARDO MOCK

(Resident Agent)

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SECRETARY OF STATE
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