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June 10, 1998

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-06/12/98--01099--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Eyemaq, Inc.

Ladies and Gentlemen:

Enclosed are two duplicates of the Articles of Incorporation of Eyemaq, Inc. one of which is to be filed with you. Please date stamp the filing information on the other duplicate and return it to me in the enclosed return envelope.

I also am enclosing our check in the amount of \$70.

Sincerely,

SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A.

*William R. Paul*  
William R. Paul

WRP/jk  
Enclosures  
[0374654.WPJ]

FILED  
98 JUN 12 PM 4:12  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
AM 6-15-98

ARTICLES OF INCORPORATION  
OF  
EYEMAQ, INC.

FILED  
98 JUN 12 PM 4: 12  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby adopts these Articles of Incorporation for the purpose of forming a corporation (the "**Corporation**") under the Florida Business Corporation Act (the "**Act**").

**I.**  
**Name**

The name of the Corporation shall be **Eyemaq, Inc.**

**II.**  
**Term of Existence**

The Corporation shall begin its existence on the date of the filing of these Articles of Incorporation with the Florida Department of State, and it shall have perpetual existence thereafter.

**III.**  
**Principal Office**

The street address of the initial principal office of the Corporation shall be:

Suite 160  
4100 McEwen  
Dallas, Texas 75244

**IV.**  
**Capital Stock**

The Corporation shall be authorized to issue 1,000 shares of common stock having a par value of one cent (\$ 0.01) per share.

**V.**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is: c/o Shear, Newman, Hahn & Rosenkranz, P.A., 201 East Kennedy Boulevard, Suite 1000, Tampa, Florida 33602. The name of its initial registered agent at such address is William R. Paul, Esq.

**VI.**  
**Directors**

The Corporation shall have one director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one director. The name and address of the initial director of the Corporation, who shall serve until his successor is duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Darrell R. Jolley	Suite 160 4100 McEwen Dallas, Texas 75244

**VII.**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
William R. Paul, Esq.	c/o Shear, Newman, Hahn & Rosenkranz, P.A. 201 East Kennedy Boulevard, Suite 1000 Tampa, Florida 33602

**VIII.**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**IX.**  
**Indemnification**

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

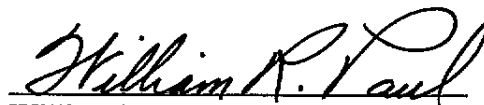
**IX.**  
**Indemnification**

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

**X.**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on June 10, 1998.

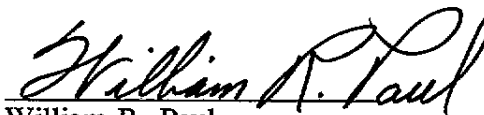


William R. Paul  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 10, 1998



William R. Paul  
Registered Agent

[0374513.01]

**FILED**  
98 JUN 12 PM 4:12  
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TALLAHASSEE, FLORIDA