

P98000065766

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Mortham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H98000013783 9))) 9

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:
Division of Corporations
Fax Number (850) 922-4000

From:
Contact : RAY STORMONT
Account number : 072450003255
Phone : (305) 541-3694
Fax number : (305) 541-3770

LEON OPTICAL, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07 8
Estimated Charge	\$122.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 JUL 27 PM 4:13

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
 Secretary of State

July 27, 1998

EMPIRE

SUBJECT: LEON OPTICAL, INC.
REF: W98000016962

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

① THE FAX AUDIT NUMBERS MUST BE CONSISTENT WITH THE COVER PAGE.

② The registered agent and street address must be consistent wherever it appears in your document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
 Document Specialist

FAX Aud. #: H98000013783
 Letter Number: 698A00039397

H98000013783

ARTICLES OF INCORPORATION
OF
LEON OPTICAL, INC.

I, the undersigned, hereby make, subscribe, acknowledge, and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I
IDENTIFICATION

The name of this corporation shall be Leon Optical, Inc.

ARTICLE II
DURATION

This corporation shall have perpetual existence which shall commence on the date of the filing of these Articles with the Secretary of State.

ARTICLE III
PURPOSES

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE IV
AUTHORIZED SHARES

The capital stock of this corporation shall consist of 100,000 shares of Common Stock of \$1.00 par value each, all or part of said

Prepared by: Ernesto Sanchez, Esq. (Fl. Bar No. 349097)
Ernesto Sanchez, P.A.
814 Ponce de Leon Blvd. Suite 505
Coral Gables, Fl. 33134

1

H98000013783

FILED

98 JUL 27 PM 4:13

SECRETARY OF STATE
TALLAHASSEE FLORIDA

498000013783

stock to be issued from time to time as may be determined by the Board of Directors. There shall be no preemptive right granted to the stockholders with respect to the shares of the corporation. Upon dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V
REGISTERED AGENT AND OFFICE

The registered agent of this corporation and his address is as follows:

Ernesto Sanchez, P.A.
814 Ponce de Leon Blvd., Suite 505
Coral Gables, Fl. 33134

ARTICLE VI
PRINCIPAL OFFICE AND MAILING ADDRESS

The corporation shall maintain its principal office at: 5943 Biscayne Boulevard, Miami, Fl. 33137 and mailing address as follows: Leon Optical Inc., c/o Ernesto Sanchez, P.A., 814 Ponce de Leon Boulevard, Coral Gables, Fl. 33134.

ARTICLE VII
DIRECTORS

1. The corporation shall have at least two director(s), but the Bylaws may provide for the increase or decrease in the number of directors, provided that the number of Directors shall never be less than two.

2. The corporation shall initially have six (6) director(s). The names and addresses of the directors are as follows:

Jorge A. Ujueta 5943 Biscayne Blvd.
Miami, FL 33137

498000013783

H98000013783

J. Eduardo Osta	25 de Mayo 410 Carmelo - Uruguay
Juan C. Osta	Treinta y Tres #417 Carmelo - Uruguay
Jose E. Osta	Treinta y Tres #421 Carmelo - Uruguay
Javier D. Osta	25 de Mayo #222 Carmelo - Uruguay
Jorge I. Osta	Buenos Aires #481 Carmelo - Uruguay

ARTICLE VIII
INITIAL OFFICERS

The names and addresses of the officers of the corporation, who shall hold office until the first meeting of directors or until their successors are elected and qualified or until their earlier resignation, removal from office or death, are:

Jorge A. Ujueza - President and Secretary

J. Eduardo Osta - Executive Vice-President and Assistant Secretary

ARTICLE IX
INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows:

Ernesto Sanchez, P.A.
814 Ponce de Leon Blvd., Suite 505
Coral Gables, FL 33134

H98000013783



498000013783

ARTICLE X
ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.
2. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.
3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.
4. The corporation shall fully indemnify and protect its incorporator(s), present or former directors, officers, counsel, employees, agents, attorneys or attorneys-in-fact for and against any and all claims, liabilities or expenses, including attorney's fees, incurred by any of them in connection with any acts done or actions performed by any of them within the scope of their respective duties or responsibilities or at the corporation's direction or request. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.
5. The power to adopt, alter, and repeal Bylaws shall be in the Board of Directors of the corporation or in the stockholders; Bylaws adopted by the Board of Directors may be altered or repealed by the stockholders and vice versa, except that the stockholders may prescribe in any Bylaw made by them that such Bylaw shall not


498000013783

61

+98000013783

be altered, amended, or repealed by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Coral Gables, Florida, for the uses and purposes aforesaid, this 23rd day of July, 1998.

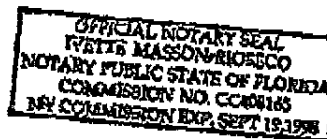

Ernesto Sanchez
Incorporator

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared Ernesto Sanchez, personally known to me, who subscribed the above and foregoing (or attached) Articles of Incorporation; and he freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Coral Gables, Florida, this 23rd day of July, 1998.


Notary Public



5

+98000013783

H98000013783

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 607, Florida Statutes, the following is submitted in compliance with said Chapter: Leon Optical, Inc., desiring to organize under the laws of the State of Florida has designated Ernesto Sanchez, P.A. with offices at 814 Ponce de Leon Blvd., Suite 505, Coral Gables, FL 33134, as its registered agent to accept service of process within this state, as indicated in the foregoing Articles of Incorporation.

ACKNOWLEDGMENT:

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 I agree to comply with the provisions of Chapter 607 of the Florida Statutes keeping open said office.

Date: July 23, 1998

By: Ernesto Sanchez
Registered Agent

FILED
98 JUL 27 PM 4:13
SECRETARY OF STATE
TALLAHASSEE FLORIDA

H98000013783