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AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A. Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	

AUTHORIZATION BY SIGNATURE TO

Ordered By: Betty  
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P. Hall

AUG 13 1998

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98 AUG 13 PM 4:28  
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SECRETARY OF STATE  
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**ARTICLES OF INCORPORATION**

**OF  
VISUAL-EYES IT, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby intends to form a corporation under the laws of the State of Florida.

**ARTICLE I**

The name of this corporation shall be VISUAL-EYES IT, INC.

The principal office of the corporation is:

3615 N.E. 207th Street, #3206  
Aventura, FL 33180

The mailing address of the corporation is:

3615 N.E. 207th Street, #3206  
Aventura, FL 33180

**ARTICLE II**

The general nature of the business to be transacted by this corporation is:

To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto, and to engage in any other lawful activities.

To conduct business in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks, mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of,  
and to invest in, trade in, deal in and with, goods, wares,  
merchandise, real and personal property, and services of every class, kind and description:

except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

### ARTICLE III

The maximum number of shares of authorized capital stock of this corporation shall be One Thousand (1000) shares of common stock having a par value of One and NO/100 (\$1.00) Dollar per share.

The capital stock shall be paid for in cash or in property, at a just valuation to be fixed by the incorporator, or by the directors at a meeting called for such purposes, or at the organization meeting.

Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property to be fixed by the directors of the corporation. Stock and corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on the basis and for such consideration as the issuance of so much of the capital stock as the directors of the corporation may decide.

### ARTICLE IV

The amount of capital with which the corporation will begin business shall not be less than Five Hundred and NO/100 (\$500.00) Dollars.

### ARTICLE V

The term for which this corporation shall exist shall be perpetual.

### ARTICLE VI

The name and street address of this corporation's initial registered agent in the State of Florida is:

Stacy I. Eisenberg  
Gold & Eisenberg, P.A.  
2651 North Federal Highway, Suite 200  
Ft. Lauderdale, FL 33306

### ARTICLE VII

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders,

but shall never be less than one (1).

The members of the Board of Directors shall be elected at an annual meeting of the stockholders of said corporation. Officers of such corporation shall be elected by the Board of Directors at a meeting held immediately after the adjournment of the annual stockholders meeting.

#### ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors is:

Gary Schatz  
3615 N.E. 207th Street, #3206  
Aventura, FL 33180

#### ARTICLE IX

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

Gary Schatz  
3615 N.E. 207th Street, #3206  
Aventura, FL 33180

#### ARTICLE X

Special provisions for the regulation of the corporation are:

Section 1. The annual meeting of the stockholders and directors of this corporation shall be fixed by the By-Laws.

Section 2. Any meeting of the stockholders or Board of Directors may be held either within or without the State of Florida.

Section 3. The officers of this corporation shall be a President, Vice President, a Secretary and a Treasurer and such other officers as the Board of Directors may deem necessary.

Section 4. The directors of the corporation are specifically authorized to accept in payment for the capital stock of the corporation either assignment or transfer of any real property or personal property. Said discretion of the Board of Directors shall be final and upon the issuance of said stock in exchange for a conveyance of real property or personal property, said stock shall thereafter be considered as fully paid and non-assessable and may not be questioned by any future stockholder or member of the Board of Directors.

#### ARTICLE XI

These Articles of Incorporation may be amended from time to time as provided for by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XII

The names and addresses of the officers of the corporation until election at the first annual election or officers are as follows:

##### **PRESIDENT & TREASURER:**

Gary Schatz  
3615 N.E. 207th Street, #3206  
Aventura, FL 33180

##### **VICE PRESIDENT & SECRETARY:**

Gary Schatz  
3615 N.E. 207th Street, #3206  
Aventura, FL 33180

#### ARTICLE XIII

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted.

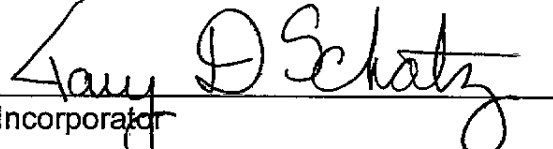
#### ARTICLE XIV

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

#### ARTICLE XV

At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors may be removed, with or without cause, by a vote of the holders of seventy five (75%) percent of the shares then entitled to vote at an election of directors.

The effective date of these Articles of Incorporation is August 12, 1998.

  
Incorporator

STATE OF FLORIDA     )  
                    Broward     ) SS:  
COUNTY OF ~~DADE~~     )

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

This instrument was acknowledged before me by Gary Schatz on this 12 day of August, 1997, who ( X ) is personally known to me OR who produced \_\_\_\_\_ as identification and who did take an oath.

Bonita L. Johnston  
Notary Public, State of Florida

Commission Expires:



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

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

That VISUAL-EYES IT, INC., with its principal office as indicated in the Articles of Incorporation as 3615 N.E. 207th Street, #3206, Aventura, FL 33180, County of Dade, State of Florida, has named Stacy I. Eisenberg, Gold & Eisenberg, P.A., located at 2651 North Federal Highway, Suite 200, Ft. Lauderdale, FL 33306, County of Broward, State of Florida, as its Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as registered agent for the above stated corporation, I hereby agree to act in this capacity, as Registered Agent, and agree to comply with the provisions of all statutes relative to accept the duties and obligations of Section 607.0505, Fla Sta.(1992).

Stacy Eisenberg  
Registered Agent

STATE OF FLORIDA )  
COUNTY OF BROWARD )

This instrument was acknowledged before me by Stacy Eisenberg, on this 12 day of August, 1998, who (X) is personally known to me OR ( ) who produced \_\_\_\_\_ as identification and who did take an oath.

Bonita L. Johnston  
NOTARY PUBLIC

My commission expires:

