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JOEL H. FELDMAN, P.A.

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JOEL H. FELDMAN
DAVID STEIN

MERIDETH WATSON-TRAWICK
CERTIFIED LEGAL ASSISTANT

September 1, 1998

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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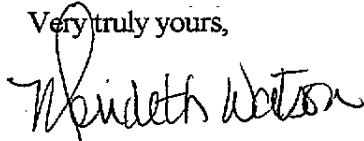
Re: Lenses by Mail, Inc.

Dear Clerk:

Enclosed please find check #5662 in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation.

Please forward acknowledgment of filing to this office.

Very truly yours,



Merideth Watson
Certified Legal Assistant

MW/pt
Enclosure

by overnight mail

FILED
98 SEP - 2 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/9-8-98

ARTICLES OF INCORPORATION

OF

LENSES BY MAIL, INC.

FILED
98 SEP - 2 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME. The name of the corporation is LENSES BY MAIL, INC. with its principal place of business at 4800 N. Federal Highway, Suite 207-D, Boca Raton, FL 33431.

ARTICLE II. DURATION. The duration of the corporation is perpetual.

ARTICLE III. PURPOSE. The corporation is organized in order to engage in any lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE IV. DIRECTORS. There shall be one (1) member of the initial Board of Directors of the corporation, who will serve until the first election of Directors. The name and address of the initial Director is as follows:

MINDY GORDON	4800 N. Federal Highway, Suite 207-D Boca Raton, FL 33431
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ARTICLE V. OFFICERS. The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

MINDY GORDON	4800 N. Federal Highway, Suite 207-D
President	Boca Raton, FL 33431

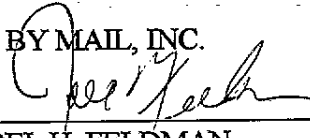
ARTICLE VI. REGISTERED AGENT. The initial registered agent of the corporation shall be located at 4800 N. Federal Highway, Suite 207D, Boca Raton, FL 33431. The initial registered agent of the corporation at that address shall be JOEL H. FELDMAN.

ARTICLE VII. CAPITAL STOCK. The maximum number of shares that this corporation

is authorized to have outstanding at any one time is 7,500 shares of common stock having a par value of \$1.00 per share.

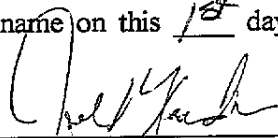
ARTICLE VIII. SUBSCRIBER. The name and street address of the subscriber to these Articles of Incorporation is JOEL H. FELDMAN, Joel H. Feldman, P.A., 4800 N. Federal Highway, Suite 207-D, Boca Raton, FL 33431.

ARTICLE IX. ACCEPTANCE OF REGISTERED AGENT. I, JOEL H. FELDMAN, hereby accept appointment as Registered Agent of LENSES BY MAIL, INC.



JOEL H. FELDMAN

IN WITNESS WHEREOF, I have subscribed my name on this 1st day of September, 1998.



JOEL H. FELDMAN

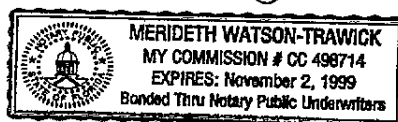
STATE OF FLORIDA)
)ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared JOEL H. FELDMAN, who is known to be the person described in and who executed the foregoing instrument, acknowledged before me that he executed the same for the purposes therein expressed and who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 1st day of September, 1998.



NOTARY PUBLIC



FILED
98 SEP - 2 PM 3:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE