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CT CORPORATION SYSTEM

Requestor's Name

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Phone

CORPORATION(S) NAME

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NORTH AMERICAN VISION ALLIANCE, INC.

☒ Profit ARTICLES

() NonProfit

() Amendment

() Merger

() Limited Liability Co.

() Dissolution/Withdrawal

() Mark

() Limited Partnership

() Annual Report

() Other UCC Filing

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() Reservation

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ARTICLES OF INCORPORATION
OF
NORTH AMERICAN VISION ALLIANCE, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

FIRST: The name of the Corporation is:

NORTH AMERICAN VISION ALLIANCE, INC.

SECOND: The street address of the initial principal office, which is the same as the mailing address of the Corporation is:

600 South Barracks St.
Suite 201-1
Pensacola, Florida 32501.

THIRD: The number of shares the Corporation is authorized to issue is: 5000 shares of Common Stock, with no par value.

FOURTH: The street address of the initial registered office of the Corporation is:

c/o CT Corporation System
1200 South Pine Island Road
City of Plantation, Florida 33324,

and the name of its initial registered agent at such address is CT Corporation System.

FIFTH: The names and addresses of persons who are to serve as initial directors are:

1. Ronald C. Joseph
24855 Draw Baugh Road
Athens, Alabama 35613
(Limestone County)

2. Desmond Joiner
3506 Carroll Cr., S.E.
Huntsville, Alabama 35801
(Madison County)
3. Gene M. Valentino
600 South Barracks St.
Suite 201-1
Pensacola, Florida 32501
(Escambia County)

SIXTH: The name and address of the Incorporator is as follows:

Douglas W. Harold, Jr.
5413 Main Street
Stephens City, Virginia 22630

SEVENTH: Any other provisions required or permitted by law are as follows:

A. Directors

The Board of Directors shall define the powers and duties for each of its members, and may further appoint other officers and agents as it may deem advisable to assist the Board in its responsibilities of managing the business and affairs of the Corporation. The Directors shall further have power to make and to alter or amend the By-laws and to authorize and cause to be executed mortgages and liens, without limit as to the amount, upon the property of the Corporation.

B. Capital Stock

1. There shall be one class of stock only. Each holder of shares of Common Stock shall have the right to one

vote for each share of Common Stock held of record on the books of the Corporation.

2. Subject to the provisions of Subsection C hereof, none of the shares of this Corporation shall be transferred, sold or hypothecated other than pursuant to the provisions of this Subsection B.2. The subscription for and the ownership of all shares of stock in this Corporation are made and taken: (i) subject to the maintenance of the integrity of this Corporation; (ii) subject to applicable State and Federal Security Laws; and (iii) upon the condition that any holder of shares of stock desiring to sell or transfer for tangible consideration (e.g., money, stock, or tangible property) any interest in his or her stock, except to his or her spouse or family members related by affinity, consanguinity or adoption, or to hypothecate such interest to any person, shall be subject to the following:

(i) Any hypothecation of shares or of an interest in shares shall be subject to prior written approval by the Corporation's Board of Directors; and

(ii). Any transfer of shares or an interest in shares shall be valid only after the terms and conditions of said proposed transfer have been delivered in writing to the Corporation's Board of Directors, which Board shall have the option for fifteen days from the receipt

of such writing to purchase the shares on behalf of the Corporation on the same terms and conditions of such proposed transfer, and after the expiration of said fifteen day period, if the Corporation has not exercised its option, the Board shall by resolution offer the shares on the same terms and conditions to the shareholders who shall have the option for fifteen days to purchase the shares proportionate to the number of shares owned as of the date of the Board resolution by each such shareholder who chooses to exercise his or her rights under this Subsection B.2, or in accordance with such other proportion as such exercising shareholders may mutually agree upon. Both the Corporation and the shareholders may purchase all or any portion of the shares offered, and any subsequent transfer of shares so purchased shall further be subject to the applicable provisions of this Subsection B.2. After expiration of the fifteen day period for the Corporation to act and the fifteen day period for the shareholders to act, or sooner if the parties in interest waive their rights hereunder, the shareholder proposing to transfer its shares may so transfer to the proposed transferee on the terms and conditions set out in the required writing to the Board for a period of sixty days provided that the transferee agrees in written form satisfactory to the Corporation to be bound by the terms of this Subsection B.2. The

restrictions on transfer imposed by this Subsection B.2 shall be noted conspicuously on each stock certificate of the Corporation, and any restriction not lawful under applicable law shall be void but the remainder of this Section B.2 shall survive.

3. Notwithstanding any other provisions hereof, no transfer of stock shall occur to any entity the presence of which as a stockholder in the Corporation shall jeopardize the Corporation's status as an electing small business corporation under Subchapter S of the U.S. Internal Revenue Code, should such election be made by the Corporation.

C. Buy-Out/Takeover

In the event that any person ("Acquiring Person") who offers to acquire shares of stock, such that after consummation of such proposed acquisition ("Proposed Acquisition") said Acquiring Person would own an aggregate of more than 33 and 1/3 percent of the issued shares of stock in the Corporation, such Proposed Acquisition shall not occur unless and until said Acquiring Person offers in writing to acquire all remaining issued shares of stock from the Corporation's shareholders on the same terms, conditions and timing as that of the Proposed Acquisition. Provided, however, that in the event of an acquisition under the provisions of this Subsection C, the provisions of Subsection B.2 hereof shall have no force and effect as to such Proposed Acquisition, and provided, further, that any subsequent

acquisitions of shares of stock proposed by such Acquiring Person shall also be subject to the provisions of this Subsection C.

D. Indemnification and Elimination of Liability of Agents, Directors, Advisory Directors and Officers

1. The Corporation shall indemnify a person who is or was made a party to any proceeding, or is threatened to be made a party to any proceeding, including a proceeding by or in the right of the Corporation, because the person is or was an agent, director, advisory director, or officer of the Corporation or because, while an agent, director, advisory director, or officer of the Corporation, the person is or was serving any other legal entity in any capacity at the request of or with the knowledge of the Corporation, against all liabilities, fines, penalties, and claims imposed upon or asserted against such person (including amounts paid in settlement) and reasonable expenses incurred in the proceeding (including counsel fees), except such liabilities and expenses as are incurred because of such person's willful misconduct or knowing violation of the criminal law. The right to indemnity under this paragraph shall inure to the benefit of heirs, executors and administrators of such a person. The Corporation may, upon majority vote of a quorum of disinterested directors, contract in advance to indemnify and advance the expenses of any agent, director, advisory director, or officer.

2. In any proceeding brought by a shareholder in the right of the Corporation or brought by or on behalf of shareholders of the Corporation, no damages may be assessed against any agent, director, advisory director or officer of the Corporation arising out of any transaction, occurrence or course of conduct, provided that this elimination of liability shall not be applicable if such person is engaged in willful misconduct or knowing violation of the criminal law or of any federal or state securities law.

3. The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article.


4. Notwithstanding anything contained herein to the contrary, the affirmative vote of the holders of not less than 75 percent of all votes entitled to be cast by the holders of stock of the Corporation shall be required to amend or repeal this Subsection D or to adopt any provision inconsistent herewith.

E. Application of Law

If any provision hereof or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect any other provision or application hereof, and to this end the provisions of these Articles of Incorporation are severable.


These Articles of Incorporation are executed this 14th day of

September, 1998, by the undersigned Incorporator.


Douglas W. Harold, Jr.
Incorporator

CT Corporation System is familiar with and accepts the obligations provided for in Section 607.0505 of the Florida Statutes.

CT CORPORATION SYSTEM:

By:  Date: 09/15/98

KEVIN J. GALLAGHER
ASSISTANT VICE PRESIDENT

FILED
98 SEP 16 PM 12:39
TALLAHASSEE, FLORIDA
SECRETARY OF STATE