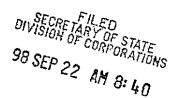
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## ARTICLE OF INCORPORATION

# **OF**

# OPTIMAX DISTRIBUTOR, INC.

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

#### ARTICLE I

## NAME

The name of the corporation shall be known as, OPTIMAX DISTRIBUTOR, INC. and shall conduct its corporate business at 3390 FOXCROFT ROAD, MIRAMAR, FLORIDA 33025.

#### ARTICLE II

# DURATION AND BEGINNING OF CORPORATE EXISTENCE

This corporation shall exist perpetually. The corporate existence shall commence as of the filing of the Articles of Incorporation.

## ARTICLE III

# **PURPOSE**

This corporation is organized for the purpose of distribution of optical frames and all other legal business.

## ARTICLE IV

## CAPITAL STOCK

This corporation is authorized to have outstanding, one class of stock designated as common stock. The maximum number of shares of common stock which the corporation is authorized to have outstanding is 100 shares of common stock of a par value of \$1.00 per share. Holders of common stock are entitled to vote on all questions required by law on the basis of one vote per share and there

shall be no cumulative voting. Holders of common stock shall not have preemptive rights to subscribe to the corporation's securities.

## ARTICLE V

#### PREEMPTIVE RIGHTS

The name of the initial registered agent of this corporation is MARCIA THOMAS. The street address of the initial registered agent of the Corporation in the State of Florida is 3390 FOXCROFT ROAD, MIRAMAR, FLORIDA 33025...

## ARTICLE VI

## INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or decreased from time to time by amendment of the by-laws of the corporation in the manner provided by law. The name and address of the initial directors are:

**NAME** 

ADDRESS

**HOPETON THOMAS** 

3390 FOXCROFT ROAD

MIRAMAR, FLORIDA 33025

JOEL MILLER

3390 FOXCROFT ROAD MIRAMAR, FLORIDA 33025

ARTICLE VII

INCORPORATION

The name and address of the incorporator of these Articles of Incorporation is HOPETON THOMAS, 3390 FOXCROFT ROAD, MIRAMAR, FLORIDA 33025.

# OFFICERS OF THE CORPORATION

# HOPETON THOMAS-PRESIDENT/TREASURER

## JOEL MILLER - VICE-PRESIDENT/SECRETARY

## ARTICLE VIII

#### **BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders.

#### ARTICLE IX

## INDEMNIFICATION

The corporation shall indemnify to the full extent permitted by law, the incorporator, any officer, director, employee, or agent of the corporation, or any former officer, director, employee, or agent of the corporation, or any person who at the request of the corporation is or was serving as a director, officer, employee.

## ARTICLE X

#### **AMENDMENT**

This corporation reserves the right to amend or repeal any prior provisions contained in these Articles of Incorporation or any amendment thereto.

HOPETON THOMAS

STATE OF FLORIDA )

(SS)

COUNTY OF DADE )

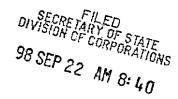
BEFORE the undersigned authority duly authorized to <u>administer oaths and to take</u> acknowledgments, personally appeared this day, HOPETON THOMAS, who, is personally known to me or who has produced the following identification document ( ) as identification, and who took an oath and executed the foregoing instrument and he acknowledged before me that he is the person in the foregoing instrument, and he has read said document and the contents therein are true and correct, and he has executed the same for the uses and purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 18 day of 1998.

NOTARY PUBLIC

My Commission Expires:





# CERTIFICATE DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091 and 607.034, Florida statutes, the following is submitted.

First that desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 3390 FOXCROFT ROAD, MIRAMAR, FLORIDA 33025 has named MARCIA THOMAS, 3390 FOSCROFT ROAD, MIRAMAR, FLORIDA 33025, its agent to accept service of process within Florida.

#### ACKNOWLEDGMENT

Having been named to accept service of process for OPTIMAX DISTRIBUTOR, INC. at the place designated in this Articles of Incorporation, 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.

Date: 9.15.98

Registered Agent