

P98000099838

Date: 11/19/98

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

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-11/23/98--01138--009
*****87.50 *****87.50

Subject: Vision Plan America, Inc.

Enclosed please find original of documents for incorporation re: the above.

Please provide a certificate of status.

My check for fees is enclosed.

Thank you.

Very truly yours,



Christopher B. Mone
2601 Renatta Drive
Belleair Bluffs, FL 33770

FILED
98 NOV 23 AM 10:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/1/98
MM

ARTICLES OF INCORPORATION OF

VISION PLAN AMERICA, INC.

We, the undersigned, hereby establish ourselves as sole subscriber of the above named corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State providing for the formation liability, rights , privileges and immunities of a corporation for profit.

ARTICLE 1:

The name of this corporation is VISION PLAN AMERICA, INC.

ARTICLE 2:

The corporation shall be permitted to do any and all things permitted under law as fully and to the same extent as natural persons might or could do.

ARTICLE 3:

The principal place of business of the corporation shall be 2601 Renatta Drive, Belleair Bluffs, FL 33770.

ARTICLE 4:

The corporation shall have perpetual existence.

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TALLAHASSEE, FLORIDA

ARTICLE 5:

The location and post office address of the registered office of the Corporation in Florida is 2601 Renatta Drive, Belleair Bluffs, FL 33770

ARTICLE 6:

The total authorized capital of this corporation is 120 shares of common stock, par value \$1.00 per share to be held, sold and paid for at such times and in such manner as the Board of Directors may from time to time determine. No cumulative voting is allowed. No preemptive rights are allowed. The Board of Directors shall have the power to establish more than one class or classes of shares and to fix relative rights and preferences of any such different classes.

ARTICLE 7:

The name and address of the incorporator of this corporation is: Christopher B. Mone, 2601 Renatta Drive, Belleair Bluffs, FL 33770

ARTICLE 8:

The name and address of the first director, who shall serve as the Board of Directors until the first annual meeting of the shareholders or until the successors are elected and qualified is as follows: Christopher B. Mone, 2601 Renatta Drive, Belleair Bluffs, FL 33770

ARTICLE 9:

An action required or permitted to be taken at a meeting of the Board of Directors, may be by a writing, signed by the entire Board of Directors, unless such action needs the consent of all shareholders, in which case a writing signed by the Board of Directors and all shareholders shall constitute the action of the Corporation.

ARTICLE 10:

This corporation shall indemnify any officer, director, employee or agent to the fullest extent permitted by the law of the State of Florida.

In witness whereof, the undersigned being the incorporator hereof, has hereunto set his hand and seal this 19th day of November, 1998.

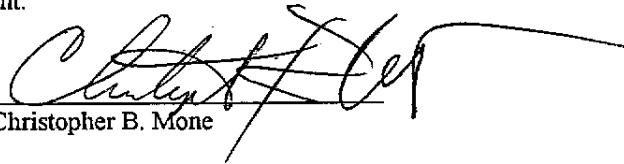

Christopher B. Mone, Incorporator

DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT FOR FLORIDA CORPORATION

1. The name of the corporation is: Vision Plan America, Inc.
2. The name of the registered agent is: Christopher B. Mone
3. The address of the registered agent/registered office is: 2601 Renatta Drive, Belleair Bluffs, FL 33770

ACCEPTANCE

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Christopher B. Mone

Date: 11-19-98

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