

# P98000103799

## PENDORF & CUTLIFF

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\*\*\*\*\*122.50 \*\*\*\*\*78.75

December 9, 1998

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Fl 32314

Re: Incorporation of OPTICALLY YOURS, INC.

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also, enclosed is a check in the amount of \$122.50, for the filing, certified copy and registered agent designation fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your assistance. If you have any questions, please do not hesitate to call me at (727) 827-3671.

Sincerely,

  
Yaté K. Cutliff

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DIVISION OF CORPORATIONS  
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## ARTICLES OF INCORPORATION

FOR

OPTICALLY YOURS, INC.

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an Incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

### ARTICLE I. CORPORATE NAME.

The name of the corporation shall be:

OPTICALLY YOURS, INC.

### ARTICLE II. PRINCIPAL OFFICE.

The principal place of business and the mailing address of this Corporation shall be:

12888 Highway 441  
Belleview, Florida 34420

### ARTICLE III. PURPOSE.

The general purpose for which the Corporation is organized is to engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE IV. AUTHORIZED SHARES.

1. The aggregate number of shares which the Corporation is authorized to issue is One Hundred (100) shares of Common Stock, each share having the par value of one dollar (\$1.00). The Common Stock shall be of a single class. Such shares of Common Stock shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution.

2. The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any

unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE V. REGISTERED AGENT AND OFFICE.

The initial street address of the Corporation's registered office is 12888 Highway 441, Belleview, Florida 34420.

The initial registered agent for the Corporation at that address is Catherine L. Hernandez.

ARTICLE VI. THE INITIAL BOARD OF DIRECTORS.

The initial board of directors shall consist of 3 member. The names of the persons who will serve on the initial board of director are:

Catherine L. Hernandez      President

Ramona R. Hernandez      Vice-President

Henry Hernandez      Treasurer

ARTICLE VII. INCORPORATOR.

The name and street address of the Incorporator of this Corporation is:

Name	Address
<u>Catherine L. Hernandez,</u>	<u>3930 20<sup>TH</sup> Street North</u> <u>St. Petersburg, FL 33714</u>

ARTICLE VIII. POWERS OF CORPORATION.

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

ARTICLE IX. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE X. INDEMNIFICATION.

The Corporation shall indemnify its directors, officers employees, and agents to the fullest extent permitted by law, including but not limited to Florida Statutes Section 607.850.

ARTICLE XI. PREEMPTIVE RIGHTS.

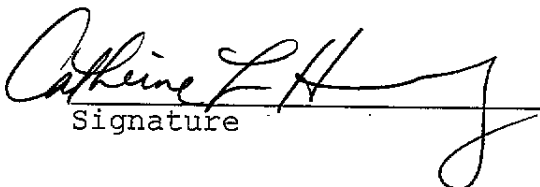
The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

ARTICLE XII. BYLAWS.

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of incorporation this 9<sup>th</sup> day of December, 1998

Signature(s) of the incorporator(s)

  
Signature

CATHERINE L. HERNANDEZ  
name of incorporator signing

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

OPTICALLY YOURS, INC.

2. The name and address of the registered agent and office is:

CATHERINE L. HERNANDEZ  
12888 Highway 441,  
Belleview, FL 34420

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

*Catherine L. Hernandez*  
*12/9/98*

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