

Charter # Only

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SECRET  
DIVISION  
99 MAY 21 PM 12:53

VALIDATION ONLY

Galiana and Company

Requestor's Name

P.O. Box 8207

Address

Miami FL 33012-1207 305-698-4040  
City State ZIP Phone #

CORPORATION(S) NAME

300002882183--0  
-05/21/99--01044--012  
\*\*\*\*122.50 \*\*\*\*\*78.75

ProVision Eye Care Centers, Inc.

( X ) PROFIT  
( ) NON-PROFIT ( ) AMENDMENT ( ) MERGER  
( ) FOREIGN ( ) DISSOLUTION ( ) MARK  
( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT ( ) RESERVATION  
( ) REINSTATEMENT ( ) OTHER  
( X ) CERTIFIED COPY ( ) PHOTO COPIES ( ) CERTIFICATE UNDER SEAL  
( ) WALK IN ( X ) WILL WAIT ( ) PICK UP ( X ) MAIL OUT ( ) CALL ( ) AFTER 4:30

Name
Availability
Document
Examiner
Updater
Updater
Verifier
Acknowledgment
W.P. Verifier

ARTICLES OF INCORPORATION  
OF  
**ProVision Eye Care Centers, Inc.**

SECRETARY  
DIVISION  
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ARTICLE I

The name of this corporation shall be:  
**ProVision Eye Care Centers, Inc.**

ARTICLE II

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

This corporation is authorized to issue Seven Thousand Five Hundred (7,500) shares of \$1.00 par value common stock, which shall be designated "Common Stock".

ARTICLE V

The principal street address and the initial registered office of the Corporation is :  
**4765 West 8th Avenue. Hialeah, FL. 33012.**, and the name of the initial registered agent of this corporation at that address is : **MARLENE CRUZ-GOVIN**

## ARTICLE VI

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional share) at the price at which it is offered to others.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

The corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws of the corporation but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation is (are):

**MARLENE CRUZ-GOVIN**

**P.O. BOX 8207  
MIAMI, FL. 33012-1207**

## ARTICLE VIII

1.- The initial by-laws of this corporation shall be adopted by the board of directors. The by-laws may be amended from time to time by either the stockholders or the directors. The stockholders may amend, alter, or repeal any bylaw adopted by the directors. The directors may not alter, amend or repeal any by-laws adopted by the stockholders, nor may the directors adopt by-laws which would be in conflict with the by-laws adapted by the stockholders.

2.- Any incorporator or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the board of directors, shall be deemed to have received proper notice of such meeting unless he (she) shall make objection at such meeting to any defect on insufficiency of notice.

3.- Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation for all reasonable costs and expenses incurred by or imposed upon him (her) in connection with, or arising out of any claim, demand, action, suit or proceeding in which he (she) may be involved or to which he (she) may be made a party for reason of his (her) being or having been a director or officer of the corporation, said costs and expenses to include attorney's fees and the costs of reasonable settlement made with a view to curtailment of costs of litigation, except in relation to matters as to which he (she) finally be adjudged in any such action, suit or proceeding to have been derelict in the performance of his (her) duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he (she) may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

4.- A director or officer of the corporation shall not be disqualified by reason of his office from dealing or contraction with the corporation either as a lender, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a stockholder or director, is in any way interested in such transaction or contract, provided that such contract or transaction is or shall be authorized, ratified or approved by either: (a) a vote of a majority of the outstanding shares of common stock in the corporation entitled to vote; or (b) a vote of a majority of the board of directors having no interest in such contract or transaction. A director interested in a contract or transaction who is present may participate in the meeting and may be counted for quorum purposes. Additionally, no director or officer shall be liable to account to the corporation for any profits realized by, from, or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a stockholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the event above described or prevent the authorized approval of such transactions or contracts in any other manner permitted by law.

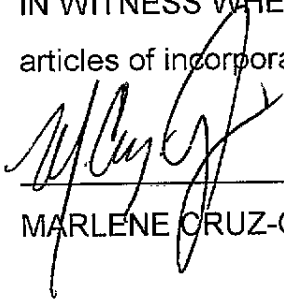
ARTICLE IX

The name(s) and addresses(es) of the person (s) signing these articles is (are):

MARLENE CRUZ-GOVIN

P.O. BOX 8207  
MIAMI, FL. 33012-1207

IN WITNESS WHEREOF, the undersigned subscriber(s) has(have) executed these  
articles of incorporation this 20TH DAY OF MAY 1999

A handwritten signature in dark ink, appearing to read 'M. Cruz-Govin', is written over a horizontal line.

MARLENE CRUZ-GOVIN

**STATE OF FLORIDA-**  
**COUNTY OF DADE-**

Before me a Notary Public authorized, to take acknowledgments in the state and county set forth above, personally appeared Marlene Cruz-Govin, known by me to be the person(s) who executed the foregoing articles of incorporation, and he (she)(they) acknowledge before me that he(she)(they) executed those articles of incorporation,

IN WITNESS WHEREOF, I hereunto set my hand and affix my official seal, in the state and county aforesaid, this 20th day of May 1999

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida at Large.

**NOTARY PUBLIC - STATE OF FLORIDA**  
**TOMAS R. GALIANA**  
**COMMISSION # CC647162**  
**EXPIRES 5/13/2001**  
**BONDED THRU ASA 1-888-NOTARY1**

**CERTIFICATE DESIGNATION PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA  
NAMING AGENT UPON WHOM SERVICE OF PROCESS MAY BE MADE**

SECRET  
DIVISION OF  
99 MAY 21 PM 12:53

In compliance with section 607.034 of the Florida Statutes, the following is submitted:

**ProVision Eye Care Centers, Inc.**

desiring to organize or qualify under the laws of the State of Florida with it's principal place of business in the City of Hialeah, County of Miami-Dade has named:

MARLENE CRUZ-GOVIN

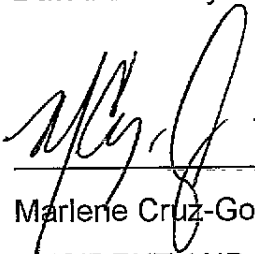
4765 West 8th Avenue  
Hialeah, Florida 33012

as it's agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

Dated this May 20th, 1999.



Marlene Cruz-Govin

RESIDENT AND REGISTERED AGENT