

LABOR & EMPLOYMENT
CIVIL RIGHTS
GOVERNMENT LAW

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CERTIFIED MEDIATOR (06302R)
DENISE MILLER, PARALEGAL

P99000052617

State of Florida
Department of State
Corporate Division
P. O. Box 6327
Tallahassee, Florida 32314

June 2, 1999

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-06/07/99--01162--023
*****87.50 *****87.50

Re: LVS WARRANTY CORPORATION

To whom it may concern:

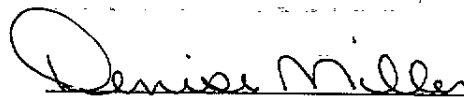
Enclosed is the original and one copy of the Articles of Incorporation for the above named Corporation. Please file the original in your offices and certify and return the copy to me at the above address.

I have enclosed a check in the amount of \$87.50, covering:

Filing fee
Certificate designating registered agent
Certified copy

If you have any questions, or need anything further, please do not hesitate to contact me.

Very truly yours,



Denise Miller, CLA
Paralegal to Robert G. Walker, Jr.
Attorney at Law

EFFECTIVE DATE

6-28-99

cc: File

RGW/dm/Incorp/DICKSON/lsecstat.01

FILED
99 JUN 27 AM 11:29
CLERK OF STATE
TALLAHASSEE, FLORIDA

ajc
6/10

**ARTICLES OF INCORPORATION
OF
LVS WARRANTY CORPORATION**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I -- Name

The name of this corporation is LVS WARRANTY CORPORATION.

ARTICLE II -- Commencement and Duration

The corporation is to commence its corporate existence on the date of subscription and acknowledgment of these articles of incorporation by JEFFREY D. DICKSON, and shall exist perpetually thereafter until dissolved according to law.

ARTICLE III -- Purpose

The corporation is organized for the purpose of transacting any and all lawful business, and it is specifically contemplated by the parties hereto that the primary initial purpose of said corporation will be in the nature of issuing warranties in conjunction with laser vision correction.

ARTICLE IV -- ADDRESS

The initial street address of the principal office of this corporation is 2708 Alt. 19 N., Suite 604, Palm Harbor, Florida 34683.

ARTICLE V -- REGISTERED AGENT

The undersigned, JEFFREY D. DICKSON an individual resident of the State of Florida, does hereby state that he accepts appointment as Registered Agent for this corporation.

s/  (Seal)
JEFFREY D. DICKSON

FILED
99 JUN -7 AM 11:29
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
6-28-99

ARTICLE VI -- Stated Capital

The maximum number of shares that this corporation is authorized to have outstanding at any one time is one thousand (1000) shares of common stock having a par value of \$1.00 per share.

Each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

The shares of stock may be issued for such consideration, having a value not less than the par value of the shares issued therefor, as is determined from time to time by the board of directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares may not be issued until the full amount of the consideration therefor has been paid. Thereafter, such shares shall be deemed to be fully paid and nonassessable.

ARTICLE VII -- Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

Any and all of the powers and duties conferred to or imposed upon the board of directors by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent and by such person or persons as shall be provided by the shareholders.

The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation. Cumulative voting shall be permitted by the bylaws. In no event shall the number of directors be less than one.

The name and street address of the initial director who shall hold office until his successor, who shall be chosen at the first meeting of the stockholders, has qualified shall be:

Name

Address

Jeffrey D. Dickson

2708 Alt. 19 N., Suite 604
Palm Harbor, FL 34683

ARTICLE VIII -- Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX -- Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend or repeal any bylaws adopted by the shareholders.

X -- RESTRAINT ON ALIENATION OF SHARES

The bylaws of the corporation shall provide for the restraint on alienation of shares so that any shareholder who desires to sell, pledge, give away or otherwise dispose of his or her shares must first offer the shares to the other shareholders in proportion to their then-existing holdings at a price to be determined by the directors or shareholders.

Furthermore, such bylaws shall contain the following provisions:

A. DECEASED SHAREHOLDERS

A provision shall be included to restrict alienation of shares of a deceased shareholder. The provision shall indicate that upon death of a shareholder the remaining shareholders shall have the same right to purchase, within a predetermined number of days of the death of said

shareholder, the shares of the deceased shareholder as though an offer to sell had been made to them as in the case of a voluntary offer of sale.

B. PREEMPTIVE RIGHTS OF EXISTING SHAREHOLDERS

Existing shareholders shall have preemptive right to purchase any newly issued stock in proportion to the ownership of the stock on the date of creation of the newly issued stock.

ARTICLE XI -- Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XII

The names and street addresses of the Subscribers to these articles of incorporation are:

Name

Address

Jeffrey D. Dickson

2708 Alt. 19, N., Suite 604
Palm Harbor, FL 34683

IN WITNESS WHEREOF, the undersigned, as the subscriber and incorporator, hereby execute these articles of incorporation this 28 day of May, 1999.

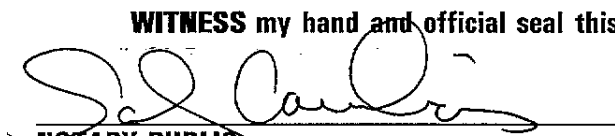

Jeffrey D. Dickson

**STATE OF FLORIDA
COUNTY OF PINELLAS**

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY D. DICKSON, who is personally known or has produced a Florida Drivers License or a _____ as proof of identification and that he

executed the same freely and voluntarily for the purposes therein expressed on the date last stated above, and who did not take an oath.

WITNESS my hand and official seal this 28 day of May, 1999, at Pinellas County, Florida.



NOTARY PUBLIC

My Commission expires:

Commission No.



Prepared by:
Robert G. Walker, Jr.
Attorney at Law
Fla. Bar No. 329428
1421 Court Street, Suite F
Clearwater, Florida 33756
(727) 442-8683

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: LVS WARRANTY CORPORATION
2. The name and address of the registered agent and office is:

Jeffrey D. Dickson
2708 Alt 19 N., Suite 604
Palm Harbor, Florida 34683

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in his 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.


Jeffrey D. Dickson

5/17/99
Date

99 JUN -7 AM 11:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED