

Rosen & Reade, LLP

COUNSELLORS AT LAW

PHILLIPS POINT, WEST TOWER
777 SOUTH FLAGLER DRIVE, SUITE 1102
WEST PALM BEACH, FL 33401

(561) 833-2410

FACSIMILE (561) 833-8387

e-mail: mschepps@rosenreade.com

www.rosenreade.com

MITCHELL D. SCHEPPS

ADMITTED IN NY AND FL

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NY 10017-2049
(212) 363-9000

CONNECTICUT OFFICE
TWO GREENWICH PLAZA
SUITE 100
GREENWICH, CT 06830
(203) 358-8325

P99000062385

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

FILED
99 JUL -6 AM 9:00
700002903807--1
-07/06/99-01:00-015
*****78.75 *****78.75

Re: eyecare.com, Inc.:
Articles of Incorporation

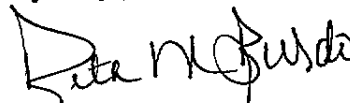
Dear Sir or Madam:

In connection with the formation of eyecare.com, Inc., a Florida corporation, enclosed please find:

1. Articles of Incorporation, including Certificate of Designation of Registered Agent and Registered Office (original and one copy);
2. Our firm's check in the amount of \$78.75 (\$35 filing fee, \$35 registered agent fee and \$8.75 for certified copy); and
3. A self-addressed stamped envelope.

Thank you in advance for your assistance in this matter. If you have any questions or comments, please do not hesitate to contact the undersigned.

Very truly yours,



Rita M. Burdo, Legal Assistant
MITCHELL D. SCHEPPS

enclosures

cc: Mr. Raymond C. Watts

C. GALLMON-CAGE JUL 14 1999

ARTICLES OF INCORPORATION
OF
eyecare.com, Inc.,
a Florida corporation

FILED
99 JUL -6 AM 9:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this Florida corporation is **eyecare.com, Inc.** (the "Corporation").

ARTICLE II. ADDRESS

The mailing address of the Corporation is 809 North Dixie Highway, Suite 200, West Palm Beach, Florida 33401.

ARTICLE III. CAPITAL STOCK

The Corporation shall have the authority to issue 2,000 shares of common stock, without par value.

ARTICLE IV. REGISTERED AGENT

The name and address of the Registered Agent of the Corporation is MITCHELL D. SCHEPPS, ESQ., 777 South Flagler Drive, Suite 1102W, West Palm Beach, Florida 33401.

ARTICLE V. BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than one director. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation.

Mitchell D. Schepps, Esq.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Phone: 561-833-2410 • Fax: 561-833-8387
Florida Bar No.: 979139

The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors is:

Raymond C. Watts

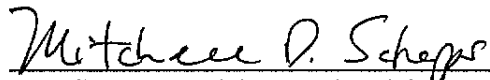
ARTICLE VI. INCORPORATOR

The name and address of the Incorporator is MITCHELL D. SCHEPPS, ESQ., 777 South Flagler Drive, Suite 1102W, West Palm Beach, Florida 33401.

ARTICLE VII. CORPORATE EXISTENCE

The corporate existence of the Corporation shall begin effective upon the filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on July 2, 1999.


MITCHELL D. SCHEPPS, ESQ.
Sole Incorporator

Mitchell D. Schepps, Esq.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Phone: 561-833-2410 • Fax: 561-833-8387
Florida Bar No.: 979139

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT AND REGISTERED OFFICE**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUL -6 AM 9:05

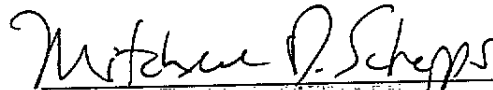
FILED

CORPORATION: eyecare.com, Inc.

REGISTERED AGENT: Mitchell D. Schepps, Esq.
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401

I agree to act as Registered Agent to accept service of process for the Corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the Registered Agent duties. I am familiar with and accept the obligations of the Registered Agent position.

DATED: July 2, 1999.


MITCHELL D. SCHEPPS, ESQ.

Mitchell D. Schepps, Esq.
Rosen & Reade, LLP
777 South Flagler Drive, Ste. 1102W
West Palm Beach, FL 33401
Phone: 561-833-2410 • Fax: 561-833-8387
Florida Bar No.: 979139