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The Law Offices of

HOWARD J. MILCHMAN, P.A.

9600 West Sample Road
Suite 507
Coral Springs, Fl, 33065
Telephone (954) 753-8070
Fax (954) 753-9303

July 9, 1999

Division of Corporations
409 East Gains Street
Tallahassee, Florida 32399

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-07/23/99--01071--010
*****70.00 *****70.00

Re: Special Eyes, Inc.
Our File No. 6543

Gentlemen:

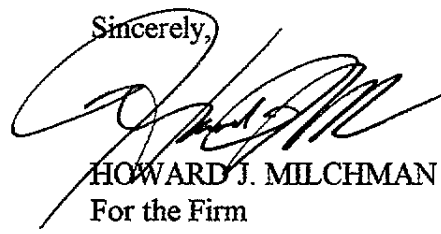
Please find enclosed herewith the following documents in order to facilitate the incorporation of the above referenced corporation:

1. Original Articles of Incorporation and one copy thereof; and
2. A check in the amount of \$70.00 made payable to the Florida Department of State for the filing fees.

Also enclosed is a return self-addressed, stamped envelope in order to return the stamped, filed copies of the Amendment to Articles of Incorporation to the undersigned. If you require anything further or encounter any difficulties, please do not hesitate to contact the undersigned.

Thank you for your attention to the foregoing.

Sincerely,


HOWARD J. MILCHMAN
For the Firm

HJM:smr
Enclosures

Stephanie _____ GAVE
AUTHORIZATION BY PHONE TO
CORRECT Art. VI
DATE 7-29-99
DOC. EXAM VR

FILED
99 JUL 23 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPECIAL EYES, INC.**

99 JUL 23 AM 10:03
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SPECIAL EYES, INC.

The address of the principal office of this corporation shall be 11229 West Atlantic Boulevard, Suite 108, Coral Springs, Florida 33071, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

Prepared by:
Howard J. Milchman, Esquire
9600 West Sample Road, Suite 507
Coral Springs, Florida 33065
(954) 753-8070
Florida Bar No. 655902

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 9600 West Sample Road, Suite #507, Coral Springs, Florida 33065, and the name of the initial registered agent of the corporation at that address is Howard J. Milchman, P.A.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. The corporation shall have two officers and directors, initially. The name and address of the initial officers and directors are:

Samuel Silversmith	11229 West Atlantic Boulevard, Suite 108
President/Director	Coral Springs, Florida 33071

Alvin Stern	11229 West Atlantic Boulevard, Suite 108
Vice-Pres./Director	Coral Springs, Florida 33071

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

Howard J. Milchman, P.A.
9600 West Sample Road, Suite 507
Coral Springs, Florida 33065

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on
this 8 day of July, 1999.

HOWARD J. MILCHMAN, P.A.

By: 

Howard J. Milchman, Esquire

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

HOWARD J. MILCHMAN, P.A. having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

HOWARD J. MILCHMAN

**ASSIGNMENT BY THE SOLE INCORPORATOR
OF THE ARTICLES OF INCORPORATION OF
SPECIAL EYES, INC.**

Howard J. Milchman, P.A., as sole incorporator, for value received hereby assigns
any and all rights it may have as such incorporation to the following:

Samuel Silversmith

Dated this 8 day of July, 1999

HOWARD J. MILCHMAN, P.A.

By: 

Howard J. Milchman, Esquire

FILED
99 JUL 23 AM 10:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA