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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Optical Supply Corporation

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- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATIONS	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

99 AUG 30 PM 2:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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30 AUG 30 1999
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Certificate of FICTITIOUS NAME

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OPTICAL SUPPLY CORPORATION**

ARTICLE I - NAME AND ADDRESS

The name of this corporation is **OPTICAL SUPPLY CORPORATION**. The address of the initial principal office and the mailing address of this corporation is Suite 2200, 150 West Flagler Street, Miami, Florida, 33130.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in all commercial activities regarding optical and ophthalmological supplies and equipment. This corporation may further engage in, conduct and transact any and all lawful business. This corporation shall have perpetual existence.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which this corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock, of no par each. The Board of Directors shall fix the consideration to be received for each share. Such consideration may consist of cash or any tangible or intangible property of benefit to this corporation.

ARTICLE IV - INITIAL REGISTERED

OFFICE AND AGENT

The street address of the initial registered office of this corporation and the name of the initial registered agent of this corporation at such office is:

Name

Owen S. Freed

Address

Suite 2200, 150 West Flagler St.
Miami, Florida, 33130

ARTICLE V - COMMENCEMENT

This corporation shall commence on the date on which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE VI - INITIAL

BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall be comprised of one person. The number of directors may be either increased or decreased from time to time as provided for in the Bylaws of this corporation, but shall never be less than one.

The name and address of the member of the initial Board of Directors of this corporation is:

<u>Name</u>	<u>Address</u>
Nery S. Prochnow	778 N. W. 131 Avenue Miami, FL 33182

VIII ARTICLE - OFFICERS

This corporation shall initially have a President and a Secretary. It shall have such other officers as the Board of Directors may further designate. The initial officers of the corporation to serve until their successors have been duly elected and qualified are:

President:	Nery S. Prochnow
Secretary:	Owen S. Freed

IX ARTICLE - INCORPORATOR

The name and address of the person signing these Articles of Incorporation as incorporator is:

<u>Name</u>	<u>Address</u>
Nery Sabastiao Prochnow	778 North West 131 Avenue Miami, FL 33182

ARTICLE X - BYLAWS

The power to alter, amend or repeal the Bylaws shall be vested in each of the Board of Directors and the shareholders of this corporation.

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director of this corporation, to the fullest extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves to its shareholders the right to amend or repeal any provisions now or hereafter contained in these Articles of Incorporation. Any rights which these Articles may confer upon this corporation may be modified or canceled by a vote of the shareholders to amend or repeal said Articles.

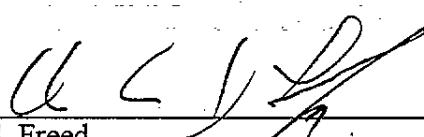
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 13 day of August, 1999.

Superior
Incorporator

ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

I hereby accept the appointment as registered agent contained in the foregoing Articles of Incorporation of **OPTICAL SUPPLY CORPORATION**, and state that I am familiar with and accept the obligations of Section 607.0501 of the Florida Statutes.

This 13 day of August, 1999.



Owen S. Freed
Registered Agent

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