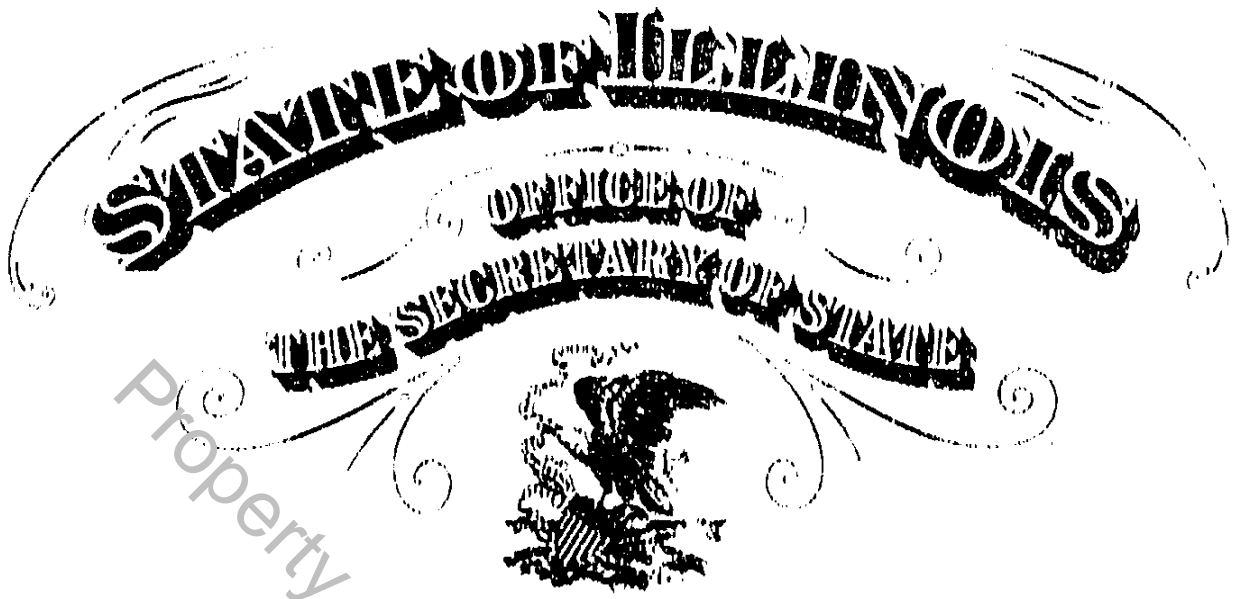


UNOFFICIAL COPY

File Number 5802-888-6

94912539



Whereas,

ARTICLES OF INCORPORATION OF
G & L OPTICAL, INC.

INCORPORATED UNDER THE LAWS OF THE STATE OF ILLINOIS HAVE BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

94912539

Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to

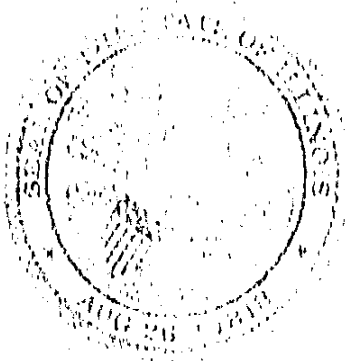
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 18TH

day of OCTOBER, A.D. 1984 and

of the Independence of the United States

the two hundred and 19TH



George H. Ryan
SECRETARY OF STATE

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BCA-2.10 ARTICLES OF INCORPORATION

SUBMIT IN DUPLICATE!

(Rev. Jan. 1991)
 George H. Ryan
 Secretary of State
 Department of Business Services
 Springfield, IL 62750

This space for use by Secretary of State
FILED
 OCT 18 1994
 GEORGE H. RYAN
 SECRETARY OF STATE
 94912539

This space for use by Secretary of State
 Date 10-18-94
 Franchise Tax \$25.00
 Filing Fee \$75.00
 Approved: \$100.00

Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."

1. **CORPORATE NAME:** G & L OPTICAL, INC.
 Organized as a Close Corporation

(The corporate name must contain the word "corporation," "company," "incorporated," "limited" or an abbreviation thereof.)

2. **Initial Registered Agent:** Herbert A. Dunn
 Middle Initial Last name
Initial Registered Office: 120 W. Golf Road Schaumburg, IL 60195

3. **Purpose or purposes for which the corporation is organized:**
 (If not sufficient space to cover this point, add one or more sheets of this size.)

To fit, sell, repair glasses, including frames and lenses, and contact lenses,

DEPT-01 RECORDING \$27.50
 740003 TRAN 8041 10/25/94 15:31:00
 2238 EB *94-912539
 COOK COUNTY RECORDER

4. **Paragraph 1: Authorized Shares, Issued Shares and Consideration Received:**

Class	Par Value per Share	Number of Shares Authorized	Number of Shares Proposed to be Issued	Consideration to be Received Therefor
Common	\$ NO PAR	1000	100	\$ 1000.00

Paragraph 2: The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class are:
 (If not sufficient space to cover this point, add one or more sheets of this size.)

See attached list

(over)

Handwritten signature/initials

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5. OPTIONAL: (a) Number of directors constituting the initial board of directors of the corporation: _____
 (b) Names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify:

Name	Residential Address
Gabriel Bershadsky	5120 Golf Road Skokie, Illinois
Leonid Nevidomsky	7155 Greenleaf Niles, Illinois

6. OPTIONAL: (a) It is estimated that the value of all property to be owned by the corporation for the following year wherever located will be: \$ _____
 (b) It is estimated that the value of the property to be located within the State of Illinois during the following year will be: \$ _____
 (c) It is estimated that the gross amount of business that will be transacted by the corporation during the following year will be: \$ _____
 (d) It is estimated that the gross amount of business that will be transacted from places of business in the State of Illinois during the following year will be: \$ _____

7. OPTIONAL: OTHER PROVISIONS

Attach a separate sheet of this size for any other provision to be included in the Articles of Incorporation, e.g., authorizing preemptive rights, denying cumulative voting, regulating internal affairs, voting majority requirements, fixing a duration other than perpetual, etc.

8. NAME(S) & ADDRESS(ES) OF INCORPORATOR(S)

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated September 30, 1994, 19 94

Signature and Name	Address
<u>Gabriel Bershadsky</u> Signature	5120 Golf Road Skokie, Ill. 60077 Zip Code
<u>Leonid Nevidomsky</u> Signature	7155 Greenleaf Niles, Illinois 60714 Zip Code
3. _____ Signature	3. _____ Street City/Town State Zip Code

(Signatures must be in ink on original document. Carbon copy, photocopy or rubber stamp signatures may only be used on confirmed copies.)

NOTE: If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by its president or vice president and verified by him, and attested by its secretary or assistant secretary.

FEE SCHEDULE

- The initial franchise tax is assessed at the rate of 15/100 of 1 percent (\$1.50 per \$1,000) on the paid-in capital represented in this state, with a minimum of \$25.
- The filing fee is \$75.
- The minimum total due (franchise tax + filing fee) is \$100.
(Applies when the Consideration to be Received as set forth in Item 4 does not exceed \$16,667)
- The Department of Business Services in Springfield will provide assistance in calculating the total fees if necessary.

94912539

Illinois Secretary of State
Department of Business Services

Springfield, IL 62756
Telephone (217) 782-0522
782-0523

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Article 4. Paragraph:

All shares of common stock are subject to the following restriction:

a. any shareholder who intends to sell or transfer any share of common stock must give the other shareholders of all outstanding shares of common stock a prior opportunity to acquire such stock

b. any shareholder of common stock who intends to sell or transfer any share of common stock must obtain the consent of all other shareholders of common stock as to the proposed transfer of such shares.

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