

LARSON & LARSON, P.A.

ATTORNEYS AT LAW
Practicing Domestic & International
Patent Trademark & Copyright Law
Trial and Appellate Litigation

H. WILLIAM LARSON
HERBERT W. LARSON
ALSO ADMITTED IN DELAWARE AND THE DISTRICT
OF COLUMBIA AND REGISTERED TO PRACTICE
BEFORE THE U. S. PATENT AND TRADEMARK
OFFICE. (REG. NO. 21008).
JAMES E. LARSON
REGISTERED TO PRACTICE BEFORE THE
U. S. PATENT AND TRADEMARK OFFICE
(REG. NO. 20071)

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727-546-0660
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BATTAGLIA, ROSS, DICUS & WEIN, P.A.
TRIAL COUNSEL

February 14, 2000
POOOOOO18112

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

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*****70.00 *****70.00

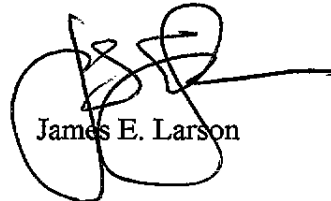
Re: **Incorporation of Barrier Reefs Sunglasses, Inc.**
My File 1147.

Dear Madam Secretary:

Enclosed in connection with the above is the Articles of Incorporation along with our check
no. 20079 for \$70.00 to cover the cost. Please direct all correspondence to the undersigned.
Thank you in advance for your assistance.

Very truly yours,

LARSON & LARSON, P.A.


James E. Larson

FILED
00 FEB 16 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JEL/ml
Enclosures

CC.
2-21-00

**ARTICLES OF INCORPORATION
OF
BARRIER REEFS SUNGLASSES, INC.**

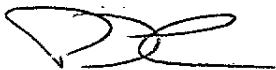
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the corporation is BARRIER REEFS SUNGLASSES, INC.
2. The address of its registered office in the State of Florida is 13191 Starkey Rd., Suite 9, Largo, FL 33773. The name of the corporation's registered agent at such address is Paul C. Frain, 13191 Starkey Rd., Suite 9, Largo, FL 33773.
3. The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Florida.
4. The total number of shares of stock which the corporation is authorized to issue is one hundred thousand (100,000) shares no par value.
5. The business and affairs of the corporation shall be managed by the Board of Directors, and the directors need not be elected by ballot unless required by the By-Laws of the corporation.
6. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized to adopt, amend or repeal the By-Laws.
7. The corporation reserves the right to amend and repeal any provision contained in this Certificate of Incorporation in the manner prescribed by the laws of the State of Florida. All rights conferred are granted subject to this reservation.
8. The incorporator is Paul C. Frain, 13191 Starkey Rd., Suite 9, Largo, FL 33773.
9. The name and mailing address of the persons who shall serve as directors until the first annual meeting of the stockholders or until successors are elected and qualified is:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Paul C. Frain	320 6th Ave., Indian Rocks Beach, FL 33785
James P. Zellmer	9257 Rustic Pines Blvd., Seminole, FL 33776

10. The principal address and mailing address of the corporation is 13191 Starkey Rd., Suite 9, Largo, FL 33773.

I, **THE UNDERSIGNED**, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, do make, file and record this Certificate of Incorporation, certifying that the facts herein stated are true, and, accordingly, have hereto set my hand and seal this January 8, 2000.

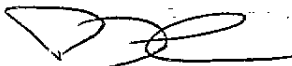


Paul C. Frain, Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

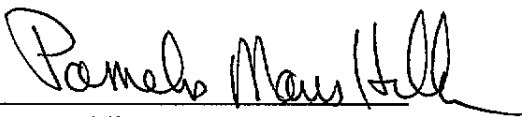
I, **THE UNDERSIGNED**, accept appointment as registered agent for BARRIER REEFS SUNGLASSES, INC. and state that I am familiar with and accept the obligations provided for in § 607.0505 Florida Statutes.



Paul C. Frain, Registered Agent

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this Feb 11 2000, by Paul C. Frain, who is personally known to me or produced the following identification: FL Drivers License



Notary Public

Seal:

