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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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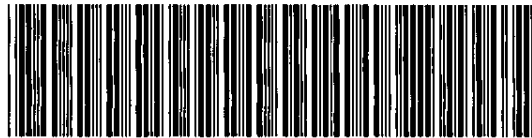
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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07 FEB 27 PM 1:02

CLERK OF SUPERIOR COURT
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

07 FEB 27 PM 3:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 774813 4331939

AUTHORIZATION :

COST LIMIT :

\$ 125.00

FILED
07 FEB 27 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : February 26, 2007

ORDER TIME : 10:27 AM

ORDER NO. : 774813-045

CUSTOMER NO: 4331939

FOREIGN FILINGS

NAME: FGX INTERNATIONAL INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Doreen Wallace -- EXT# 2928

EXAMINER: _____

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

FILED
07 FEB 27 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **FGX International Inc.**

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. **Delaware**

(State or country under the law of which it is incorporated)

3. **20-1666725**

(FEI number, if applicable)

4. **September 13, 2004**

(Date of incorporation)

5. **Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **500 George Washington Hwy, Smithfield, RI 02917**

(Principal office address)

500 George Washington Hwy, Smithfield, RI 02917

(Current mailing address)

8. **All lawful purposes**

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Corporation Service Company**

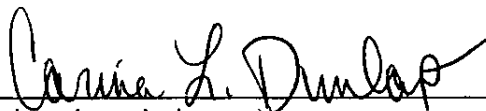
Office Address: **1201 Hays Street**

Tallahassee, Florida **32301**
(City) (Zip code)

10. **Registered agent's acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carina L. Dunlap
Asst. Vice President



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Brian Lagarto, Secretary

(Typed or printed name and capacity of person signing application)

Attachment to Application by Foreign Corporation for
Authorization to Transact Business in Florida

12. A & B The names and business addresses of the current officers and/or directors:

Title	Name	Mailing Address	City	State	ZIP Code
CEO	Alec Taylor	500 George Washington Hwy.	Smithfield	RI	02917
President	Jack Flynn	500 George Washington Hwy.	Smithfield	RI	02917
CFO	Brian Lagarto	500 George Washington Hwy.	Smithfield	RI	02917
Secretary	Brian Lagarto	500 George Washington Hwy.	Smithfield	RI	02917
Treasurer	Brian Lagarto	500 George Washington Hwy.	Smithfield	RI	02917
Director	Jared Bluestein	1114 Avenue of the Americas 41 st Floor	New York	NY	10036
Director	Jennifer Stewart	1114 Avenue of the Americas 41 st Floor	New York	NY	10036
Director	Alec Taylor	500 George Washington Hwy.	Smithfield	RI	02917

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FGX INTERNATIONAL INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FGX INTERNATIONAL INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2004.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5460181

DATE: 02-26-07