

F9500002519

SC networks
PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 602768 4656B

AUTHORIZATION :

COST LIMIT : * PREPAID

ORDER DATE : May 22, 1995

ORDER TIME : 10:38 AM

ORDER NO. : 602768

CUSTOMER NO: 4656B

CUSTOMER: Kristy Hair, Legal Assistant
Greenberg Traurig Hoffman
15th Floor
515 East Las Olas Boulevard
Fort Lauderdale, FL 33301

300001495613
-05/22/95--01056--001
***5078.75 ***5078.75
300001498613
-05/24/95--01088--012
*****68.00 *****68.00

W95-10741

FOREIGN FILINGS

NAME: SUNGLASS HUT INTERNATIONAL,
INC.

XX PROFIT
NON-PROFIT

XX CORPORATE
LIMITED PARTNERSHIP

XX QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

RECEIVED
95 MAY 22 AM 11:13
DIVISION OF CORPORATION

FILED
95 MAY 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 22, 1995

CSC NETWORKS

SUBJECT: SUNGLASS HUT INTERNATIONAL, INC.
Ref. Number: W95000010741

We have received your document for SUNGLASS HUT INTERNATIONAL, INC. and your check(s) totaling \$5078.75. However, the document has not been filed and is being retained in this office for the following:

Although you submitted the penalty and annual report fees due this office, you must still submit the attached Charter Tax form so that we may calculate the amount of charter tax due. Please fill in the five highlighted lines and return the form to this office so we may advise you of the amount due.

If you have any questions concerning the filing of your document, please call (904) 487-6958.

Lee Rivers
Document Examiner

Letter Number: 295A00025975

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

In compliance with §607.1503, FLORIDA STATUTES, the following is submitted to Register a FOREIGN CORPORATION TO TRANSACT BUSINESS in the State of Florida:

1. SUNGLASS HUT INTERNATIONAL, INC.
(Name of Corporation adding the word "INCORPORATED", "COMPANY" OR "CORPORATION" or words or abbreviations of like import in language, as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE 3. 22-2602551
(State or Country under the law of which is incorporated) (F.E.I Number, if applicable)
4. MAY 14, 1987 5. PERPETUAL
(Date of Incorporation) (Duration: Year corporation will cease to exist or "Perpetual")
6. MAY 14, 1987
(Date first transacted business in Florida. (See §607.1501, 607.1502, and §817.155 F.S.))
7. 255 ALHAMBRA CIRCLE, 12TH FLOOR, CORAL GABLES, FLORIDA 33134
(Current Mailing Address; please include city, state & zip code)
8. ANY LAWFUL BUSINESS
(Purpose(s) of corporation authorized in home State or Country to be carried on in the State of Florida.)
9. NAME AND STREET ADDRESS OF FLORIDA REGISTERED AGENT:
Name: CORPORATION SERVICE COMPANY
Office Address: 1201 Hays Street
Tallahassee, FLORIDA 32301
(Zip Code)

10. **REGISTERED AGENT'S ACCEPTANCE:** Having been named as the 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.

CORPORATION SERVICE COMPANY, Registered Agent

BY Karen B. Rozar (Signature) Date: 5 22, 1995.
Agent for Registered Agent
Karen B. Rozar

FILED
MAY 22 1995
CLERK OF STATE
TALLAHASSEE, FLORIDA

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

12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: Jack B. Chadsey

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Director: James N. Hauslein

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

B. OFFICERS:

President: Jack B. Chadsey

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Secretary: James N. Hauslein

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Treasurer: Larry G. Petersen

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

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

13.

✓ [Signature]

DATE: ✓ 5/18/95

(Signature of Chairman, Vice Chairman, or any officer listed in #12)

14.

LARRY G. PETERSEN, SR VP, TREASURER

(Print or type name and office of person signing this application)

FILED
95 MAY 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILING FEE: \$122.50

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

Item 12. NAME OF DIRECTORS and/or OFFICERS:

A. DIRECTORS:

Director: Rohit M. Desai

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Director: John H. Duerden

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Director: William F. Fields

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Director: Robert C. Grayson

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

Director: William E. Phillips

Address: 255 Alhambra Circle, 12th Floor, Coral Gables, Florida 33134

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

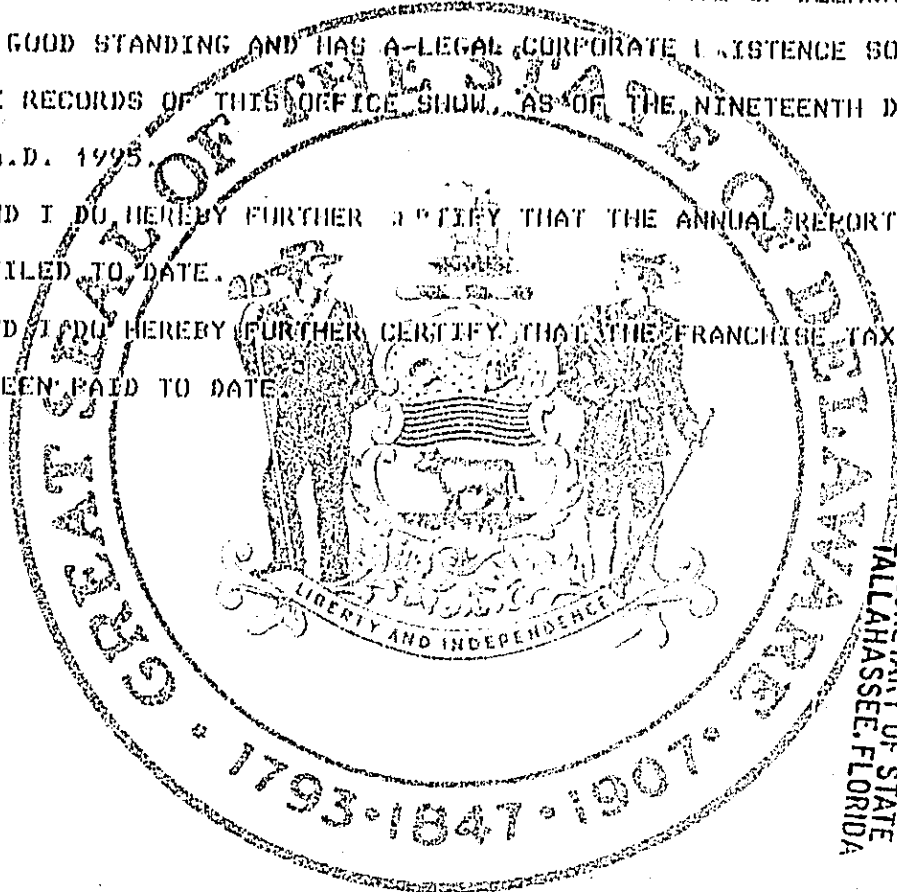
State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNGLASS HUT 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 NINETEENTH DAY OF MAY, A.D. 1995.

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

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



FILED
95 MAY 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

2126244 8300

950111600

AUTHENTICATION: 7511722

DATE: 05-19-95

Florida Department of State, Sandra B. Morheim, Secretary of State

THIS FORM IS TO BE COMPLETED BY CORPORATIONS WHO HAVE BEEN TRANSACTING BUSINESS IN FLORIDA PRIOR TO QUALIFICATION TO DETERMINE CHARTER TAX THAT MUST BE PAID.

SUNGLASS HUT INTERNATIONAL, INC.

Authorized number of shares (itemized by class and par value) the corporation had when it first transacted business in Florida. If shares have no par value, enter "NPV" and the number of shares.

COMMON	200,000 Shares	\$.01 Par Value
Preferred	1,500,000 Shares	\$.01 Par Value

"VALUE" may be defined in any terms consistent with generally accepted accounting principles.

- A. Estimated value of all property owned by Corporation for the year it first transacted business in Florida, wherever located. \$ 36,000,000
- B. Estimated Gross amount of business transacted by the Corporation for the year it first transacted business in Florida. \$ 0
- C. Estimated Value of all property in Florida owned by the Corporation for the year it first transacted business in Florida. \$ 36,000,000
- D. Estimated Gross amount of business transacted in Florida by the Corporation during the year it first transacted business in Florida. \$ 0
- E. TOTAL of "A" and "B" \$ 36,000,000
- F. TOTAL of "C" and "D" \$ 36,000,000
- G. DIVIDE "F" by "E" \$ 1
- H. Corporations with par value stock:
Multiply "G" and Authorized Shares and their par value. \$ 17,000 *
- I. Corporations with no par value stock:
Multiply "G" by Total Authorized Shares. \$



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95 MAY 23 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

INHERITANCE (2/95)

* Total charter tax due is \$68.00

F95000002519

ARTICLES OF MERGER
Merger Sheet

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MERGING:

SUNGLASS HUT INTERNATIONAL, INC., a Delaware corporation qualified in
Florida, F95000002519

INTO

SUNGLASS HUT INTERNATIONAL ACQUISITION, INC. which changed its
name to

SUNGLASS HUT INTERNATIONAL, INC., a Florida corporation,
P96000042730

File date: July 1, 1996, effective July 7, 1996

Corporate Specialist: Steven Harris

Account number: 072100000032

Account charged: 122.50