



THE UNITED STATES  
CORPORATION  
COMPANY

F98000004616

ACCOUNT NO. : 072100000032

REFERENCE : 919242 4376904

AUTHORIZATION :

Patricia Pyjunt

COST LIMIT : \$ 70.00

ORDER DATE : August 6, 1998

ORDER TIME : 4:27 PM

ORDER NO. : 919242-010

CUSTOMER NO: 4376904

CUSTOMER: Mr. Gary Kiedaisch  
Bolle' America, Inc.  
9500 West 49th Avenue  
Suite B102  
Wheat Ridge, CO 80033

600002614596--5

FOREIGN FILINGS

NAME: BOLLE' AMERICA, 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: Janna Wilson

FILED  
98 AUG 13 PM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
98 AUG 13 AM 9:41  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
8/13/98

**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:*

1. Bolle America, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "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. 84-0929271  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. October 26, 1994 5. Perpetual  
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. July 1, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 9500 W. 39th Avenue, Suite B-102  
Wheat Ridge, CO 80033

- (Current mailing address)  
8. To engage in any business and in any lawful act or activity for which corporations may be organized and to possess and employ all powers and  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida) privileges now or hereafter granted or available under law.

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

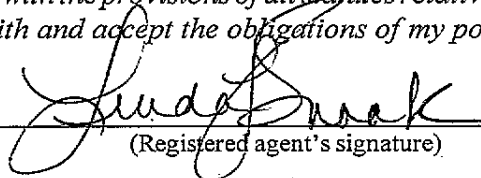
Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida, 32301  
(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.*

  
(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.

**FILED**  
98 AUG 13 PM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: Martin E. Franklin

Address: 555 Theodore Fremd Avenue, Suite B-302  
Rye, NY 10580

Vice Chairman: Ian G.H. Ashken

Address: 555 Theodore Fremd Avenue, Suite B-302  
Rye, NY 10580

Director: Martin E. Franklin

Address: 555 Theodore Fremd Avenue, Suite B-302  
Rye, NY 10580

Director: Ian G.H. Ashken

Address: 555 Theodore Fremd Avenue, Suite B-302  
Rye, NY 10580

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: Gary Kiedaisch

Address: 9500 W. 39th Avenue, Suite B-102  
Wheat Ridge, CO 80033

Vice President: Ian G.H. Ashken

Address: 555 Theodore Fremd Avenue, Suite B-302  
Rye, NY 10580

Secretary: Peter H. Trembath

Address: 1601 Valley View Lane  
Dallas, TX 75234

Treasurer: Tom Reed

Address: 9500 W. 39th Avenue, Suite B-102, Wheat Ridge, CO 80033

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter H. Trembath, Secretary  
(Typed or printed name and capacity of person signing application)

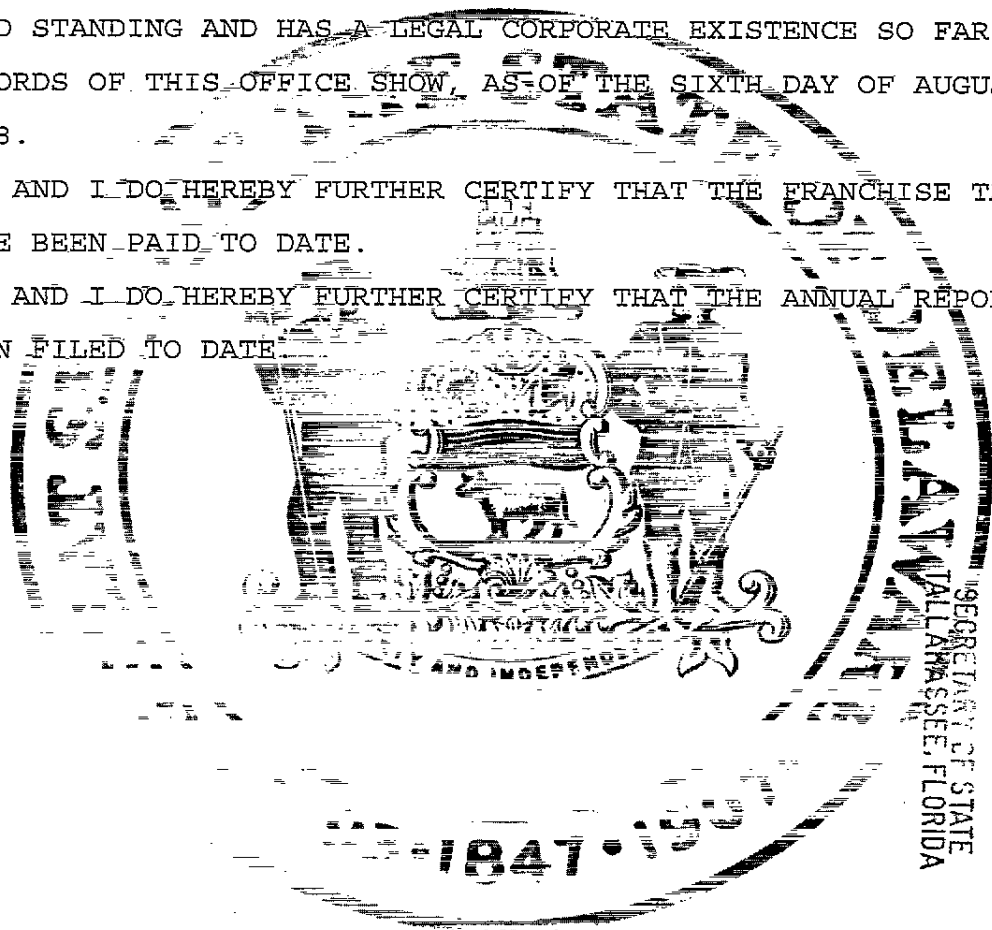
State of Delaware  
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BOLLE AMERICA, 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 SIXTH DAY OF AUGUST, A.D. 1998.

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.



FILED

98 AUG 13 PM 10:35

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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9238869  
08-06-98  
*Edward J. Freel*  
Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: