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October 30, 2001

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\*\*\*\*155.00 \*\*\*\*155.00

Department of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Sunglass Shack, LLC  
A Limited Liability Company

Dear Sir or Madam:

LOI-19138

Enclosed please find the original and one copy of the Articles of Organization of the above-referenced company with a check in the amount of \$155.00 to cover the following fees:

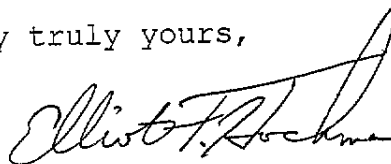
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|----|----------------|----------|
| 1. | Filing Fee     | \$125.00 |
| 2. | Certified Copy | \$ 30.00 |

TOTAL: \$155.00

Please file said articles using the date of receipt as the date of commencement of the corporation. Also, return the certified copy to the undersigned at the address listed above.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Elliot F. Hochman

EFH:ba  
enclosures

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DIVISION OF CORPORATIONS

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## ARTICLES OF ORGANIZATION

SUNGLASS SHACK, LLC

A LIMITED LIABILITY COMPANY

(Pursuant to s. 607.407, Florida Statutes)

1. Name. The name of the limited liability company is SUNGLASS SHACK, LLC.

2. Purpose. The purpose of this limited liability company may include the transaction of any and all lawful business for which limited liability companies may be organized in the state of Florida.

3. Address of Principal Office. The mailing address and the street address of the principal office of the limited liability company is 430 Toney Penna Road, Jupiter, Florida 33458.

4. Term. Term of this LLC shall be perpetual.

5. Members at Time of Formation. There will be at least one member at the time the limited liability company is formed.

6. Period of Duration. The period of duration shall be perpetual.

7. Management. The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. At the time of formation the initial managing member's name and address are as follows:

Initial Member:

OPTI-TINT, INC.  
Tom Ross, President  
430 Toney Penna Road  
Jupiter, FL 33458

8. Additional Members. The names and addresses of additional members(s) are as follows: NONE

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9. Admission of New Members. With the written unanimous consent of the members, new members may be admitted into the LLC upon the payment of such capital contribution and upon such terms as the members unanimously decide. In the event that new members are admitted into the LLC, the share of each new member in the profits and losses shall be in such proportion as may be agreed upon between all the members and the new member.

10 Members Right to Continue Business. The remaining members of the limited liability company shall have the right to continue business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company as further set forth in the Operating Agreement of the limited liability company.

OPTI-TINT, LLC - MANAGING MEMBER

By: 

TOM ROSS, President

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true and correct.)

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**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

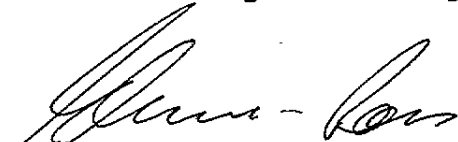
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned limited liability company submits the following statement to designate a registered office and registered agent in the state of Florida.

1. Name. The name of the limited liability company is SUNGLASS SHACK, LLC.

2. Registered Office. The address of the registered office of the limited liability company is 430 Toney Penna Road, Jupiter, FL 33458.

3. Registered Agent. TOM ROSS, by his signature below accepts appointment, to act as the Registered agent of SUNGLASS SHACK, LLC.

*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



TOM ROSS

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