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To:

Division of Corporations

Fax Number : (850)617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone: (305)634-3694 Fax Number: (305)633-9696 L. SELLERS

OCT -22008

EXAMINER

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SECHETARY OF STATE

LORIDA/FOREIGN LIMITED LIABILITY CO.

sport eyewear group, l.l.c.

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ARTICLES OF ORGANIZATION OF SPORT EYEWEAR GROUP, L.L.C.

ARTICLE I NAME

The name of this Limited Liability Company shall be SPORT EYEWEAR GROUP, L.L.C., (the "Company").

ARTICLE II DURATION

The Company shall exist perpetually unless sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III <u>PURPOSE</u>

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

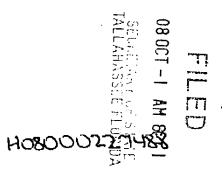
ARTICLE IV PRINCIPLE PLACE OF BUSINESS

The principle place of business of the Company shall be 16061 East Troon Circle, Miami Lakes, Florida 33014, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company and the address of the initial registered agent shall be

Carlos A. Triay, Esquire 2301 N.W. 87 Avenue Suite 501 Miami, Florida 33172



ARTICLE VI MANAGEMENT

The Company will be managed by a manager or managers who is/are required to be, a member of the Company. The name and address of the manager or managers who will serve as manager or managers until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

Ignacio N. Gelabert 16061 East Troon Circle Miami Lakes, Florida 33014

ARTICLE VII NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE VIII DISSOLUTION AND MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

- a. The vote of all members holding an interest in the Company;
- b. The expiration of the term of the Company; or
- c. The death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

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EMPIRE CORP KIT

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this <u>IS</u> day of <u>XIOLA</u>, 2008, by Ignacio N. Gelabert, who did execute the foregoing Articles of Organization as manager, who has produced Florida Driver's Licenses as identification.

NOTARY PUBLIC

My Commission expires:



8845250080H

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.

CARLOS A. TRIAY

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