

Division of Corporations

Page 1 of 2

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LIMITED LIABILITY COMPANY
GIAN FRANCO'S EYEGLOSS SUPERSTORE, L.L.C.

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ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The name and the street address of the initial registered agent of the Company are as follows:

<u>Name</u>	<u>Address</u>
Master Holdings, Inc.	8201 Arborfield Court Fort Myers, Florida 33912

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Except as otherwise provided in the regulations of the Company, additional members may be admitted to the Company, but only if all of the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VII - MANAGEMENT OF THE COMPANY

The management of the Company is reserved to the members. The names and addresses of the initial managing members of the Company are as follows:

<u>Name</u>	<u>Address</u>
Gian Franco Curci	Via Mole 10 Castel Gondolfo, Roma 00040
Master Holdings, Inc.	8201 Arborfield Court Fort Myers, Florida 33912

ARTICLE VIII - REGULATIONS

The power to adopt, alter, amend, or repeal the regulations of the Company, whether in whole or in part, shall be vested in the members.

ARTICLE IX - AMENDMENT

The power to alter, amend, or repeal theses Articles of Organization, whether in whole or in part, shall be vested in the members.

FAX AUDIT NO. H99000014407

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IN WITNESS WHEREOF, the undersigned, being one of the original members of the Company, has executed these Articles of Organization, this 15th day of June, 1999.

MASTER HOLDINGS, INC., a Florida corporation


Joseph Mastrangelo, President

FAX AUDIT NO. H99000014407

FAX AUDIT NO. H99000014407

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: GIAN FRANCO'S EYEGLASS SUPERSTORE, L.L.C.

2. The name and address of the registered agent and office is:

Master Holdings, Inc.

8201 Arborfield Court
Fort Myers, Florida 33912

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.


Joseph Mastrangelo, Registered Agent

FAX AUDIT NO. H99000014407

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of GIAN FRANCO'S EYEGLASS SUPERSTORE, L.L.C. deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the Members is \$300,000.00. The property other than cash contributed by the Members is described as None and the agreed value thereof is \$0.00.
3. The total amount of cash or property anticipated to be contributed by the Members is \$300,000.00. This total amount includes the amounts from 2 above.

MASTER HOLDINGS, INC., a Florida corporation

Joseph Mastrangelo
Joseph Mastrangelo, President

STATE OF FLORIDA)
)
COUNTY OF LEE)

SS:

BEFORE ME, the undersigned authority, personally appeared Joseph Mastrangelo, President of Master Holdings, Inc., who after first being duly sworn, acknowledged that he executed before me the foregoing instrument on behalf of the said Company for the purposes therein expressed. He is personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the State of Florida this 15th day of June, 1999.



THOMAS P. CLARK
MY COMMISSION # CC483629 EXPIRES
August 31, 1999
BONDED THROUGH TROY PAW INSURANCE, INC.

Thomas P. Clark
Thomas P. Clark

Print Name: _____
NOTARY PUBLIC, State of Florida

My Commission Expires:

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ARTICLES OF ORGANIZATION

OF

GIAN FRANCO'S EYEGLASS SUPERSTORE, L.L.C.

ARTICLE I - NAME

The name of this limited liability company is GIAN FRANCO'S EYEGLASS SUPERSTORE, L.L.C. (the "Company").

ARTICLE II - DURATION AND CONTINUATION OF BUSINESS

The Company shall terminate fifteen years from the date of filing of these Articles of Organization with the Secretary of State of Florida.

ARTICLE III - MEMBERSHIP INTEREST

The regulations of the Company shall provide that a member's interest in the Company shall be evidenced by a Certificate of Membership Interest issued by the Company, and the Company shall maintain a registry of those certificates. Transfer of an ownership interest in the Company shall only take place upon the proper endorsement, surrender, and cancellation of an existing Certificate of Membership Interest documented in the registry of those certificates maintained by the Company, and issuance of a new Certificate of Membership Interest.

ARTICLE IV - MAILING ADDRESS AND STREET ADDRESS

The mailing address and street address of the principal office of the Company is:

8201 Arborfield Court
Fort Myers, Florida 33912

Prepared by: Thomas P. Clark, Esq.
Florida Bar No.: 0510114
1715 Monroe Street
Fort Myers, FL 33901
(941) 334-4121

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