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February 17, 2000

Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Dear Secretary of State

Enclosed please find the articles of incorporation for Sunglass Emporium, Corp.. along with the required fee of \$78.75 payable to the Secretary of State.

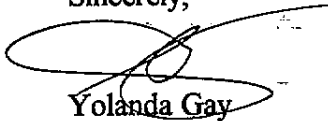
Please file these and mail back to:
Jay & Co. Professional Services
4011 West Flagler St. 503
Miami, Florida 33134

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*****78.75 *****78.75

305.529.9098

Thank you for your attention to this matter and please, do not hesitate to contact us should you have any questions.

Sincerely,


Yolanda Gay

FILED
00 FEB 21 AM 8:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF**

FILED
00 FEB 21 AM 8:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

CORPORATE NAME

The name of the corporation is: *Sunglass Emporium, Corp.*

The principal office and mailing address is the following:

**10955 SW 15 Street #112
Pembroke Pines, FL. 33025**

ARTICLE II

The corporation may engage in or transact any or all activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall exist perpetually.

ARTICLE III

CAPITAL STOCK

The corporation is authorized to issue and have outstanding at any one time an aggregate number of five hundred (500) shares of one class of common stock having a par value of one (\$1.00) dollar per share. The consideration to be paid for each share of stock shall be fixed by the Board of Directors.

ARTICLE IV

PREEMPTIVE RIGHTS

All shareholders of the corporation shall be vested with full preemptive rights.

ARTICLE V

INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, except as to suits by any such officer or director against the Corporation.

ARTICLE VI

INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Corporation's initial Registered Agent and Registered Office in the State of Florida are:

INITIAL REGISTERED AGENT: **Jorge E. Sanz**

INITIAL REGISTERED OFFICE: *10955 SW 15 Street # 112*
Pembroke Pines, Fl. 33025

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been named Initial Registered Agent to accept service of process on the Corporation at the Initial Registered Office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of law pertaining thereto.



Registered Agent

ARTICLE VII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Initial Board of Directors of the Corporation is

two.

ARTICLE VIII

INITIAL DIRECTORS

The names and addresses of the initial members of the Board of Directors are:

Jorge E. Sanz
10955 SW 15 Street #112
Pembroke Pines, FL 33025

Jaime D. Chauca
10955 SW 15 Street # 112
Pembroke Pines, FL 33025

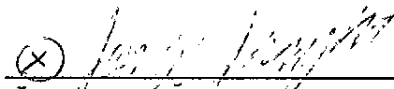
The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders.

ARTICLE IX

The name and address of the incorporator executing these Articles of Incorporation is:

INCORPORATOR: ***Jorge E. Sanz***

ADDRESS: ***10955 SW 15 Street # 112***
Pembroke Pines, FL 33025

(X) 
Incorporator