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Florida Department of State

Division of Corporations

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TALLAHASSEE FLORIDA

**FLORIDA PROFIT CORPORATION OR P.A.**

**TROPICAL EYEWEAR, INC.**

Certificate of Status	0
Certified Copy	1
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ARTICLES OF INCORPORATION  
OF  
TROPICAL EYEWEAR, INC.

ARTICLE I -- NAME

The name of the corporation shall be TROPICAL EYEWEAR, INC.

ARTICLE II -- DURATION

This corporation shall exist perpetually.

ARTICLE III -- PURPOSE

This corporation is organized for the purpose of engaging in any or all lawful business for which corporations may be incorporated, including but not limited to, the fitting, repair and sale of optical products.

ARTICLE IV -- CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE V -- PREEMPTIVE RIGHTS

Each shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the same price at which it is, or has been, sold to others.

ARTICLE VI -- BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

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ARTICLES OF INCORPORATION OF TROPICAL EYEWEAR, INC.

**ARTICLE VII -- CUMULATIVE VOTING**

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of Directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

**ARTICLE VIII -- INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 946 So. Patrick Circle, West Palm Beach, FL 33406-4476, and the name of the initial registered agent of this corporation at such office is Paul J. Nicoletti, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process. The mailing address of this corporation is 1900 Palm Beach Lakes Boulevard, Suite \_\_\_\_, West Palm Beach, FL 33409.

**ARTICLE IX -- INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws. The initial directors of the corporation shall be: THOMAS WHITMAN, and THOMAS PANGIA, M.D.

**ARTICLE X -- INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

PAUL J. NICOLETTI  
946 S. PATRICK CIRCLE  
WEST PALM BEACH, FL 33406-4476

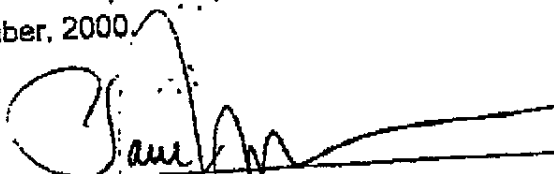
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ARTICLES OF INCORPORATION OF TROPICAL EYEWEAR, INC.

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

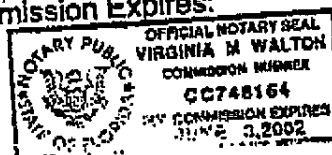
IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 7 day of November, 2000.

  
PAUL J. NICOLETTI

STATE OF FLORIDA  
COUNTY OF PALM BEACH

I hereby certify that the foregoing Articles of Incorporation was acknowledged before me this 7<sup>th</sup> day of November, 2000, by Paul J. Nicoletti who is personally known to me, ~~or who produced a Florida Driver's License as identification.~~

  
NOTARY PUBLIC  
My Commission Expires:



\*\*\* ACCEPTANCE OF REGISTERED AGENT ON NEXT PAGE \*\*\*


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## ARTICLES OF INCORPORATION OF TROPICAL EYEWEAR, INC.

ACCEPTANCE OF REGISTERED AGENT

- Having been named to accept service of process for TROPICAL EYEWEAR, INC. at the place designated in the articles of incorporation, Paul J. Nicoletti, agrees to act in this capacity and agrees to comply with the provisions of section 48.091 relative to
- keeping such office open.

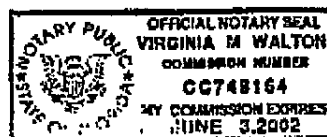
Dated this 7 day of November, 2000.
  
 PAUL J. NICOLETTI

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 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

FILED

 STATE OF FLORIDA  
 COUNTY OF PALM BEACH

I hereby certify that the ACCEPTANCE OF REGISTERED AGENT was acknowledged before me this 7th day of November, 2000, by Paul J. Nicoletti who is personally known to me, ~~or produced a Florida Driver's License as identification.~~

  
 NOTARY PUBLIC  
 My Commission Expires:


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