

JAN-22-1993 09:35 FROM

TO

1904922-0000 P.01



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

August 1, 1993

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: CARINOCI OPTICAL DESIGN, INC.
REF: W95000019371

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: W95000008405
Letter Number: 995A000036161

Division of Corporations · P.O. Box 6327 - Tallahassee, Florida 32314

- 8/09/95 -
11:15
no answer -
closed
message.
11:15 -

1001-22-1500 00036 FROM

TO

1001022-0000

P.03

(5)

H95000008405

ARTICLES OF INCORPORATION

CARLUCCI OPTICAL DESIGN, INC.

H95000008405

Articles Prepared By:
Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959

**ARTICLES OF INCORPORATION OF
CARLUCCI OPTICAL DESIGN, INC.**

ARTICLE I - NAME

The name of the corporation is Carlucci Optical Design, Inc.

ARTICLE II - DURATION

The corporation shall have perpetual existence commencing on the date of filing.

ARTICLE III - PURPOSE

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida and under the laws of any other country in the world.

ARTICLE IV - CAPITAL STOCK

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

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial registered agent of this corporation is Domingo Carlucci, 2 N.E. 40th Street, 2nd Floor, Miami, Florida 33137.

ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION

The principal office of the corporation will be located at 2 N.E. 40th Street, 2nd Floor, Miami, Florida 33137.

ARTICLE VII - OFFICERS

The affairs of Carlucci Optical Design, Inc., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be

FILED

25 AUG - 2 AM 11: 19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

495000008405

5080000056H

Carlucci Optical Design, Inc.
Articles of Incorporation
Page 2

electd by a majority of those Directors present at the first regularly scheduled meeting of the Board of Directors held each year at which a quorum is present. Each Officer shall serve until resignation or until elections are held at the following year's first regularly scheduled meeting of the Board of Directors at which a quorum is present.

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President, and Secretary - Domingo Carlucci
2 N.E. 40th Street, 2nd Floor
Miami, Florida 33137

Vice President - Magdalena Carlucci
2 N.E. 40th Street, 2nd Floor
Miami, Florida 33137

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time by the By Laws, but shall never be less than one (1). The names and addresses of the directors of this corporation are:

Domingo Carlucci
2 N.E. 40th Street, 2nd Floor
Miami, Florida 33137

ARTICLE IX - BY LAWS

The By Laws of this corporation may be adopted, altered amended or repealed by either the Stockholders or the Directors.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash of any new stock of this corporation of the

Carlucci Optical Design, Inc.
Articles of Incorporation
Page 3

same kind, class or series as that which he already holds, shall have the right to purchase his or her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - INCORPORATOR

The name and address of the incorporator, who is also the person signing these Articles is:

Domingo Carlucci

2 N.E. 40th Street, 2nd Floor
Miami, Florida 33137

ARTICLES XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, in accordance with the provisions of the Florida General Corporation Act.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Article of Incorporation at Miami, Florida on the 29th day of July, 1995.


Domingo Carlucci

H95000008495

Carlucci Optical Design, Inc.
Articles of Incorporation
Page 4

STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared DOMINGO CARLUCCI, who is personally know to me and who has provided a Florida Drivers license as identification to verify identity, and he subscribed the above Articles of Incorporation and he did freely and voluntarily acknowledge before me according to the law that he made an subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, DADE County, Florida, this 27th day of July, 1995.

My Commission Expires:

OFFICIAL NOTARY SEAL
LENDIA GARCIA RAMOS
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC 218927
MY COMMISSION EXPI. JULY 30, 1996

Notary Public of the State
of Florida at Large

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts to act in the capacity of Registered Agent for Carlucci Optical Design, Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 27th day of July, 1995.

Domingo Carlucci

This instrument prepared by:

Kirk D. DeLeon, P.A.
2 N.E. 40th Street
2nd Floor East
Miami, Florida 33137
(305) 573-0104
Florida Bar No.: 989959

FILED
SERIES-2
MAY 18
1995
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA

50480000256H