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TO: DIVISION OF CORPORATIONS FROM: H96000002115  
DEPARTMENT OF STATE  
BUREAU OF CORPORATIONS  
TALLAHASSEE, FL 32399  
CONTACT: RAY STORMONI  
PHONE: (305) 841-3094  
FAX: (305) 841-3770  
((H96000002115))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: COMPAGNIE EUROPEENNE DE LUNETTERIE, INC.  
FAX AUDIT NUMBER: H96000002115  
DATE REQUESTED: 02/13/1996  
CERTIFIED COPIES: 1  
NUMBER OF PAGES: 5  
ESTIMATED CHARGE: \$122.50  
CURRENT STATUS: REQUESTED  
TIME REQUESTED: 15:32:16  
CERTIFICATE OF STATUS: 0  
METHOD OF DELIVERY: FAX  
ACCOUNT NUMBER: 072450003265

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96 FEB 14 AM 8:10  
DIVISION OF CORPORATIONS

W96 3354  
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96 FEB 15 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2/17

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04/14/96 10:14 P.A. Dept. of State pl /1

P.01



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

February 14, 1996

**EMPIRE CORPORATE KIT COMPANY**

**MIAMI, FL**

**SUBJECT: COMPAGNIE EUROPEENNE DE LUNETTERIE, INC.**  
**REF: W96000003396**

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

Please provide an English translation for the entity's name in your cover letter.

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. #: H96000002115  
Letter Number: 096A00006507

FEB-15-1996 13:13

P.03

LAW OFFICES  
BRIAN R. HERSH  
SUITE 200 BENTLEY BUILDING  
18 WEST FLORIDA STREET  
MIAMI, FLORIDA 33136-4177  
TELEPHONE (305) 371-6894

BRIAN R. HERSH  
MARIONA B. HERSH  
JEFFREY HERSH

TWAIN: (305) 371-3418

February 15, 1996

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Attn: Loria Poole

Subject: Compagnie Européenne De Lunetterie, Inc.  
Ref. No: W96000003396

Dear Ms. Poole:

Pursuant to your correspondence of February 14, 1996 (attached), please be advised that the English translation of the above entity's name is:

European Company of Frames, Inc.

Please form this corporation. Thank you for your cooperation.

Very truly yours,

LAW OFFICES OF BRIAN R. HERSH

BRIAN R. HERSH, ESQUIRE

BRH:kh

SEC-STAT.001

W96000003396

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P.04

member/associate, Inc.

### **ARTICLES OF INCORPORATION**

The undersigned subscriber(s) to these Articles of Incorporation, competent to contract, hereby associates and forms a corporation under the laws of the State of Florida.

#### **ARTICLE I**

The name of this corporation is: **Compagnie Européenne De Lunetterie, Inc.** The corporate mailing address is: **7220 Northwest 36th Street, Sixth Floor, Miami, Florida 33166.**

#### **ARTICLE II**

The general nature of the business to be transacted by this corporation is to enter into all aspects of picture frame industry or any other lawful purpose. It shall have every corporate power granted by the Florida legislature.

#### **ARTICLE III**

The maximum number of shares of stock with which this corporation is authorized to have outstanding at any time is fifty (50) shares at no par value.

#### **ARTICLE IV**

This corporation shall have perpetual existence.

#### **ARTICLE V**

The street address of the initial registered office of this corporation is: **19 West Flagler Street, Suite 602, Biscayne Building, Miami, Florida 33130-4477**, and the name of the initial registered agent of this corporation at that address is: **BRIAN R. HERSH.**

**LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540**

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#### **ARTICLE VI**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The name(s) and the address(es) of the initial director(s) of this corporation is (are):

**François Gresparrin**

**7220 Northwest 36th Street  
Sixth Floor  
Miami, Florida 33166**

#### **ARTICLE VII**

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

**Kim Tote, Asst. Secretary**

**19 West Flagler Street  
Miami, Florida 33130**

#### **ARTICLE VIII**

Each shareholder shall have the preemptive right to purchase at the price at which it is offered to others, and on the same terms, his or her pro rata share of any authorized and unissued and Treasury Stock of this Corporation of the same kind, class or series as that which he or she already holds, which is offered for sale by the corporation.

#### **ARTICLE IX**

This corporation reserves the right to amend, alter or repeal any provisions contained in these Articles of Incorporation or any amendments to these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders are subject to this reservation.

**LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540**

H960000 02115

IN WITNESS WHEREOF, the undersigned subscriber(s) has executed these Articles of  
Incorporation this 13th day of February, 1996.

*Kim Tote*  
KIM TOTE, Assistant Secretary

STATE OF FLORIDA     )  
                                  )SS:  
COUNTY OF DADE     )

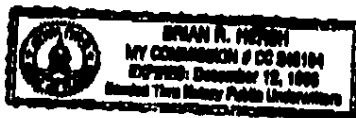
BEFORE ME, the undersigned authority, authorized to take acknowledgements in the  
State and County set forth above, personally appeared KIM TOTE, known to me and known by  
me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged  
before me that she they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in  
the State and County aforesaid, this 13th day of February, 1996.

*Brian R. Hersh*  
NOTARY PUBLIC, STATE OF FLORIDA

- (x) Personally known  
(x) Did take an oath

My Commission Expires:



LAW OFFICES  
BRIAN R. HERSH  
SUITE 602, BISCAYNE BUILDING  
19 WEST FLAGLER STREET  
MIAMI, FLORIDA 33130-4477  
FLORIDA BAR NO: 104540

**CERTIFICATE DESIGNATING REGISTERED PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Compagnie Européenne De Lunetterie, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Miami, County of Dade, State of Florida, has named **BRIAN R. HERSH**, located at 19 West Flagler Street, Suite 602, Biscayne Building, City of Miami, County of Dade, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: \_\_\_\_\_  
(Registered Agent)

*Brian R. Hersh*

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95 FEB 15 PM 4:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LAW OFFICES  
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