

CESAR KUDJA
CERTIFIED PUBLIC ACCOUNTANT

P96000017986

823 West 14th Court, Tallahassee, Florida 32304
(905) 820-8570

200001724682
-02/27/96--01026--003
*****87.50 *****87.50

February 22, 1996

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

Re: New Filing
Florida Corporation.

Gentlemen:

Enclosed please find the "The Articles Of Incorporation" of Frame Optical Studio Corp., together with our Ck No. 753 in the amount of \$ 87.50; to cover the filing fees of this new corporation.

Would you please mail the Articles certified copy to the above address.

Thank you for your considerate attention.

Very truly yours

Cesar Kudja, CPA

96 FEB 26 PM 2:00
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

Encls.
CK;cm

BMC
2-27-96

FILED
96 FEB 26 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
FRAME OPTICAL CORPORATION

THE UNDERSIGNED, have executed the following document for the purpose of forming the above named Corporation under the laws of the State of Florida and as incorporators hereby adopt the following articles of incorporation:

ARTICLE I
NAME

The name of the Corporation shall be:
FRAME OPTICAL CORPORATION

ARTICLE II
DURATION

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE III
CORPORATE PURPOSE

The corporation is being organized for the transaction of any and all lawful business permitted under the laws of the UNITED STATES OF AMERICA and the STATE OF FLORIDA.

ARTICLE IV
CAPITAL STRUCTURE

The aggregate number of shares which the corporation shall have the authority to issue is the total sum of ONE THOUSAND (1000) shares of \$1.00 par value each. Unless otherwise stated in these articles, or in an amendment to these articles, there shall be only one (1) class of stock of this corporation.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office, and the name of the initial resident agent of this corporation shall be:

Amado Diaz, Jr.
7475 NW 63 Street
Miami, FL 33166

ARTICLE VI
CORPORATION PLACE OF BUSINESS

The principal place of business for the corporation shall be:
7475 NW 63 St., Ste. A
Miami, FL 33166

The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
INITIAL BOARD OF DIRECTORS AND OFFICERS

The initial Board of Directors shall consist of a total of two persons, who need not be residents of the State of Florida or shareholders of the corporation. 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.

The name(s) and address of these persons who are to serve as initial directors are:

Moises Hoires
Caracas, Venezuela

Elias Sultan-Cohen
Caracas, Venezuela

The names of the first officers of the corporation, to hold office until their successors are elected are:

Moises Hoires : President
Elias Sultan-Cohen: Vice President & Secretary
Sonia Hoires : Treasurer

ARTICLE VIII
RESTRICTION ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite their names:

<u>NAME</u>	<u>No. of Shares</u>	<u>Consideration</u>
Moises Hoires	500	\$1,000.00
Elias Sultan-Cohen	500	1,000.00

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation.

ARTICLE IX
BY-LAWS

The power to adopt, alter, amend or repeal the by-laws shall be vested in the Board of Directors and Shareholders.

ARTICLE X
INDEMNIFICATION

To the full extent permitted by law, the corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (including, one in the right of the corporation to procure judgement in its favor) by reason of the fact that he or his testator or intestate, is or was director, officer, employee or agent of the corporation or served any other corporation, partnership, joint venture, trust, or other enterprise in any capacity, at the request of the corporation.

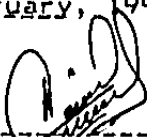
ARTICLE XI
INCORPORATORS

The name and address of the Incorporators executing this Articles of Incorporation are:

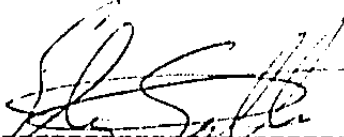
Moises Hoires
7475 NW 63 St., Ste.A
Miami, FL 33166

Elias Sultan-Cohen
7475 NW 63 St., Ste.A
Miami, FL 33166

IN WITNESS WHEREOF, the undersigned incorporators has made and subscribed of these Articles of Incorporation at Miami, Florida, on this 22nd day of February, 1996.



Moises Hoires, Incorporator



Elias Sultan-Cohen, Incorporator

STATE OF FLORIDA
COUNTY OF DADE

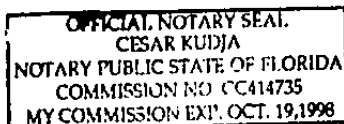
BEFORE ME, a notary public, authorized to take acknowledgements in the State and County set forth above, personally appeared Moises Hoires and Elias Sultan-Cohen, known to me to be the persons who executed the foregoing Articles of Incorporation of Free Optical Corporation and who are described in said certificate as incorporators of said corporation and they acknowledged before me that they executed the same for the purpose herein expressed.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal, in the State and County aforesaid, this 22nd day of February, 1996.



Cesar Kudja, NOTARY PUBLIC
State of Florida at large

My commission expires:



FILED
96 FEB 26 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

In compliance with Chapter 48.091, Florida Statutes, the following is submitted:

First: That EROME OPTICAL CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business, as indicated in the Articles of Incorporation, at the City of Miami, County of Dade, State of Florida, has named its agent to accept service of process within the State the following individual:

Amado Diaz, Jr.
7475 NW 63 Street
Miami, FL 33166



Noises Hoires, President

ACKNOWLEDGEMENT:

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 provisions of said Act, relative to keeping open said office.

Signed this 22nd. day of February, 1996.



Amado Diaz, Jr.

P96000017986



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1996

CESAR KUDJA, CPA
8253 WEST 14TH COURT
HIALEAH, FL 33014

9000001798629
-03/08/96--01027--014
*****35.00 *****35.00

SUBJECT: FRAME OPTICAL CORPORATION
Ref. Number: P96000017986

The Articles of Incorporation for FRAME OPTICAL CORPORATION were filed on February 26, 1996, and assigned document number P96000017986. Please refer to this number whenever corresponding with this office.

However, your check for \$87.50 was not sufficient to cover the filing fees and the cost of a certified copy. Therefore, your request could not be completed.

If you will return a check in the amount of \$35.00, with a copy of this letter and a filed stamped copy of the document, if available, your request will be promptly handled.

A corporation annual report will be due this office between January 1 and May 1 of next year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at the address given below.

Sincerely,
Doris McDuffie
Corporate Specialist Supervisor
New Filings Section
Division of Corporations

Letter Number: 096A00008577

3/2/96

Enclosed please find our check # 757

for \$35.00. Please mail it a certification as soon as possible.
Thank you.

C.C.
Dmc
3/6/96