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CHARLES H. WATKINS
HAROLD WEST

AUBREY L. TALBUNT - (RETIRED)
J. FRANK BRADLEY - (1926-1990)

Florida Department of State
Division of Corporations
ATTN: Corporate Filings
409 E. Gaines Street
Tallahassee, FL 32399

SEP 11 1996
05/13/96--01056--000
***131.25 ***131.25

Re: SUNGLASS CORNER, INC.

Dear sir:

Enclosed please find the following:

1. Original Articles of Incorporation to be filed and a copy of same to be certified and returned to this office;
2. Our check in the amount of \$131.25 to cover the cost of the filing of the Articles and Designation of Registered Agent, certified copy of the filed Articles and a Good Standing Certificate.

Please file the enclosed and return the certified copy together with a Good Standing certificate in the enclosed Federal Express envelope which has been prepaid. Please expedite.

Thank you for your prompt attention to this matter.

Sincerely,
Nicholas G. Milano
Nicholas G. Milano
For the Firm

Nicholas Milano GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article VI
DATE 5-20-96
DOC. EXAM KUH

FILED
MAY 16 1996
TH
5-20-96

FILED

96 MAY 10 PM 3:15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SUNGLASS CORNER INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming a corporation under the laws of the State of Florida.

ARTICLE I

IDENTIFICATION

The name of the corporation is SUNGLASS CORNER INC. and the principal office is located at: 7220 NW 36th Street, Suite 307 Miami, Fl. 33166

ARTICLE II

DURATION

This corporation shall have perpetual existence which shall commence at the date of filing of these Articles with the Secretary of State.

ARTICLE III

PURPOSES

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

ARTICLE IV

AUTHORIZED SHARES

The capital stock of this corporation shall consist of (1000) shares of Common Stock of One Dollar (\$1.00) par value each, all or part of said stock to be issued from time to time as may be determined by the Board of Directors. Shareholders shall have first right of refusal on all newly issued and reissued shares being sold. On dissolution or liquidation of the corporation, holders of the stock shall be entitled to distribution ratably as their holdings may appear upon the stock record of the corporation.

ARTICLE V

REGISTERED AGENT AND OFFICE

The initial registered agent of this corporation and her address is as follows: Jane C. Rankin, Esq., KUBICKI DRAPER, One East Broward Boulevard, Suite 1600, Ft. Lauderdale, Florida 33301.

ARTICLE VI

BOARD OF DIRECTORS

1. The number of Directors of this corporation shall not be less than one (1) nor more than seven (7). The By-Laws may provide for the increase or decrease in the number thereof, provided that the number of Directors shall never be less than one (1).

2. The corporation shall initially have ~~three~~ (9) directors. Their names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anil Lal	7220 NW 36th Street, Suite 307 Miami, FL. 33166
Aulio Giron	7220 NW 36th Street, Suite 307 Miami, FL. 33166
Alejandro Lopez	7220 NW 36th Street, Suite 307 Miami, FL. 33166

ARTICLE VII

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is JANE C. RANKIN, ESQUIRE, c/o Kubicki Draper, One E. Broward Blvd., Suite 1600, Ft. Lauderdale, FL 33301.

ARTICLES VIII

ADDITIONAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders, and Directors are hereby adopted as a part of these Articles of Incorporation:

1. The Board of Directors, from time to time, shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be opened to the inspection of the stockholders, and no stockholder shall have the right to inspect any account or document of the corporation except as conferred by a statute or authorized by the Board of Directors or by resolution of the stockholders.

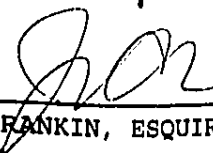
2. No person shall be required to own, hold, or control stock in the corporation as a condition precedent to holding an office in this corporation.

3. Except as otherwise provided by law, the Directors may prescribe a method or methods for replacement of lost certificates, and may prescribe reasonable conditions by way of security upon the issuance of new certificates therefore.

4. This corporation shall indemnify any officer or Director, and any former officer or Director, to the full extent provided by law. This corporation may provide such indemnification, or a portion thereof, through the purchase of insurance.

5. The power to adopt, alter, and repeal By-Laws shall be in the Board of Directors of the corporation or in the stockholders; By-Laws adopted by the Board of Directors may be altered or repealed by the stockholder and vice versa, except that the stockholders may prescribe in any By-Law made by them that such By-Law shall not be altered, amended, or repealed by the Board of Directors.

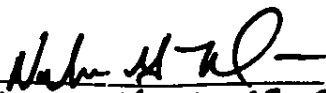
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Broward County, Florida, for the uses and purposes aforesaid this 2 day of May, 1996.


JANE C. RANKIN, ESQUIRE

STATE OF FLORIDA)
COUNTY OF BROWARD) ss.:

The foregoing instrument was acknowledged before me this 2 day of May, 1996, by JANE C. RANKIN, who is personally known to me.

NOTARY PUBLIC:

Sign: 
Print Name: NICHOLAS G. MILANO
Commission No.: _____



NICHOLAS G. MILANO
My Commission CC430035
Expires Feb. 18, 1999
Bonded by HAI
800-422-1555

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

In pursuance of Chapter 607, Florida Statutes, the following is submitted in compliance with said Act:

Sunglass Corner Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Fort Lauderdale, County of Broward, State of Florida, has named Jane C. Rankin, Esq., as its agent, whose address is KUBICKI DRAPER, One East Broward Blvd., Suite 1600, Fort Lauderdale, Florida, 33301, to accept service of process within this state.

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 I agree to comply with the provisions of said Act relative to keeping open said office and I accept the obligations of Section 607.0501 of the Florida Statutes.



JANE C. RANKIN, ESQUIRE