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5/28/96

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAS-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: OCCHIALI USA, INC.

FAX AUDIT NUMBER: H96000007431

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/28/96

DIVISION OF CORPORATIONS

96 MAY 28 AM 11:45

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May 28, 1996

FAS-T CORP. AGENTS, INC.

MIAMI, FL

SUBJECT: OCCHIALI USA, INC.
REF: W96000011265

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

THERE IS A TRADE MARK USING THE WORD **OCCHIALI*, THIS TRADEMARK ALSO HAS A CORPORATION NAME :OCCHIALI, INC. AND BOTH ARE LOCATED IN MIAMI. ACCORDING TO THE NAME RULE, THE NAME YOUR CLIENT CHOOSE IS AVAILABLE, BUT IT IS MY JOB TO LET THEM KNOW OF THE OTHER NAMES THEY MAY HAVE A PROBLEM WITH LATER. IF HE STILL WISH TO FILE HIS NAME AS IT, PLEASE RE-FAX THIS LETTER WITH A NOTE STATING FILE NAME AS IS.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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Loria Poole
Corporate Specialist

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SECTION OF CORPORATIONS

96 MAY 29 PM 1:25

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Miami, May 28th., 1996


TO WHOM IT MAY CONCERN

This is to inform that Mr. Farache is the owner of Occhiali, Inc. a Corporation doing business in the State of Florida and also he is the owner of the Trade Mark OCCHIALI.

He is now opening a new corporation: Occhiali USA, Inc.

If you have any question regarding this matter, please contact me to your earliest convenience.

Sincerely your;


Emerson Cammons
Public Accountant

FILED
96 FEB 29 PM 3:55
H9600007431
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS : OCCHIALI USA, INC.

ARTICLE II - PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS PERMITTED UNDER THE LAWS OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE AND 00/100 DOLLAR (\$1.00) PER VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY STOCKHOLDER, UPON THE SALE FOR CASH OF ANY COMMON STOCK OF THIS CORPORATION SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING AND IN THE AMOUNT SET OPPOSITE THEIR NAMES:

ISAAC FARACHE 1000

SHARES HELD BY THE INITIAL SHAREHOLDER 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. THE PRICE AND TERMS AT WHICH, AND THE TIME WITHIN WHICH, SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS OF THE CORPORATION.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

THE MAILING ADDRESS AND THE CORPORATION'S PRINCIPAL OFFICE IS:

Prepared by: EC PROFESSIONAL SERVICES
6850 Coral Way Ste. #206-B
Miami, FL 33155
(305) 665-8089

H96000007431

**6850 CORAL WAY
STE. 206-B
MIAMI FL 33155**

ARTICLE VII - REGISTERED OFFICE AND AGENT

THE INITIAL REGISTERED OFFICE ADDRESS AND THE INITIAL AGENT OF THIS CORPORATION IS:

**ISAAC FARACHE
6850 CORAL WAY
STE. 206-B
MIAMI FL 33155**

ARTICLE VIII - INITIAL BOARD OF DIRECTOR

THIS CORPORATION SHALL HAVE 2 DIRECTORS INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DISMINISHED FROM TIME TO TIME BY THE LAWS. THE INITIAL DIRECTORS ARE:

ISAAC FARACHE

ARTICLE IX - INITIAL OFFICERS

THE NAME AND ADDRESS OF THE INITIAL OFFICER IS:

**ISAAC FARACHE
6850 CORAL WAY
STE. 206-B
MIAMI FL 33155**

ARTICLE X - INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THE ARTICLE IS:

**ISAAC FARACHE
6850 CORAL WAY STE 206-B
MIAMI FL 33155**

ARTICLE XI - BY LAWS

THE POWER TO ADOPT, ALTER, AMEND OR APPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND IN THE SHAREHOLDERS.

**IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS
EXECUTED THESE ARTICLE OF INCORPORATION THIS MAY 5TH OF
1996.**

I accept the designation of registered
agent



Incorporator and registered agent

**STATE OF FLORIDA
COUNTY OF DADE**

**BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE
ACKNOWLEDGMENTS IN THE STATE AND COUNTY SET FORTH ABOVE,
PERSONALLY APPEARED ISAAC FARACHE KNOWN TO ME AND KNOWN
BY ME TO BE THE PERSON WHO EXECUTED THE FOREGOING ARTICLES
OF INCORPORATION, AND HE ACKNOWLEDGES BEFORE ME THAT HE
EXECUTED THOSE ARTICLES OF INCORPORATION AND HE ACCEPTS
THE DUTIES AND RESPONSABILITIES AS REGISTERED AGENT FOR SAID
CORPORATION.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA