

P96000088297

ELECTRONIC FILING COVER SHEET

((H96000015067 7)))

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: SORRENTO BYEWEAR, INC.

AUDIT NUMBER.....H96000015067

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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**ARTICLES OF INCORPORATION OF H96000015067
SORRENTO EYEWEAR, INC.**

ARTICLE I - NAME

The name of the corporation is Sorrento Eyewear, 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 Solomon Ovadia, 2 N.E. 40th Street, 3rd 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, 3rd Floor, Miami, Florida 33137.

ARTICLE VII - OFFICERS

The affairs of Sorrento Eyewear, 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 elected by a

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

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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 - Solomon Ovadia
2 N.E. 40th Street, 3rd Floor
Miami, Florida 33137

Vice President - Leon Wildstein
2 N.E. 40th Street, 3rd 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:

Solomon Ovadia
2 N.E. 40th Street, 3rd 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 same

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kind, class or series as that which he already holds, shall have the right to purchase his or her pro-
rate 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

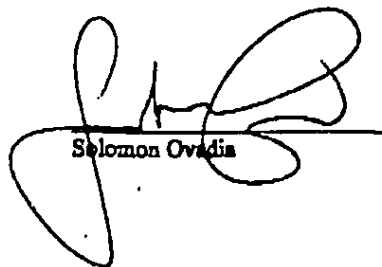
The name and address of the incorporator, who is also the person signing these Articles is:

Solomon Ovadia
2 N.E. 40th Street, 3rd 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 ____th day of October, 1996.


Solomon Ovadia

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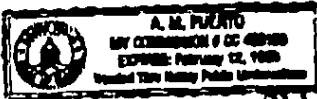
COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared SOLOMON OVADIA, who is personally known 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 and 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 22th day of October, 1996.

My Commission Expires:


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 Sorrento Eyewear, Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 22th day of October, 1996.


Solomon Ovadia

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
www.kdd.com

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ARTICLES OF MERGER
Merger Sheet

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MERGING:

SORRENTO EYEWEAR, INC., a Florida corporation, P96000088297

INTO

SOLOVISION OPTICAL, INC., a Florida corporation, P94000074353

File date: June 27, 1997

Corporate Specialist: Joy Moon-French