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ACCOUNT NO. : 072100000032

REFERENCE : 182096 119622A

AUTHORIZATION :

Patricia Pizich

COST LIMIT : \$ 70.00

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10 DEC 1996
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STATION

ORDER DATE : December 10, 1996

ORDER TIME : 10:39 AM

ORDER NO. : 182096-005

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CUSTOMER NO: 119622A

CUSTOMER: Gary D. Fields, Esq
GARY D. FIELDS, ESQ

Suite 700
4400 P.g.a. Boulevard
Palm Bch Garden, FL 33410

DOMESTIC FILING

NAME: CELEBRITY OPTIC, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
CELEBRITY OPTIC, INC.**

SECRET
DIVISION OF CORPORATIONS
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The undersigned incorporator hereby forms a corporation under the applicable Florida Statutes, and hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESSES

The name of the Corporation shall be:

CELEBRITY OPTIC, INC.

The address of the principal office of this corporation shall be 150 Worth Avenue, Palm Beach, FL 33480, and the mailing address of the corporation shall be the same.

ARTICLE II - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office in the State of Florida is Admiralty Tower - Suite 700, 4400 PGA Boulevard, Palm Beach Gardens, Florida 33410. The name of the initial registered agent at such address is Gary D. Fields.

ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI - DIRECTORS AND OFFICERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director initially. The name and address of the Initial Director and Officer, who shall serve until successors are duly elected and qualified or until his earlier resignation or removal, is as follows:

<u>Name</u>	<u>Title (if applicable)</u>	<u>Address</u>
Barry Franzblau	Director/President/ Treasurer/Secretary	3131 Village Boulevard, #306 West Palm Beach, FL

ARTICLE VII - INCORPORATOR

The name and address of the incorporator signing these Articles is as follows:

<u>Name</u>	<u>Address</u>
Barry Franzblau	3131 Village Boulevard, #306 West Palm Beach, FL

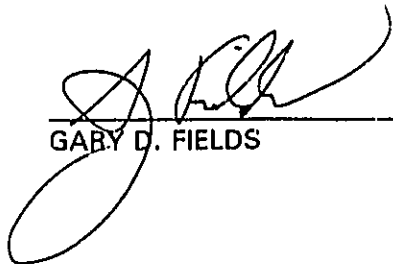
The undersigned incorporator has executed these Articles of Incorporation this 7th day of Dec., 1996.

INCORPORATOR


BARRY FRANZBLAU

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of Celebrity Optic, Inc., I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with and accept the obligations of my position as Registered Agent and agree to comply with all laws relating to the proper and complete performance of my duties.



GARY D. FIELDS

Date: 12/9, 1996

FILED
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