

P97000003507

TO: DIVISION OF CORPORATIONS  
FROM: EMPIRE CORPORATE KIT COMPANY  
CONTACT: RAY STORMONT  
PHONE: (305) 541-3694

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ACCT#: 072450003255  
FAX #: (305) 541-3770

NAME: THE FRAME CONNECTION, INC.  
AUDIT NUMBER.....H97000000721  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
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**ARTICLES OF INCORPORATION OF  
THE FRAME CONNECTION, INC.****ARTICLE I - NAME**

The name of the corporation is The Frame Connection, 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) per 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 Robert Sommer 2 NE 40th Street, Suite 300, Miami, Florida 33137.

**ARTICLE VI - PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the corporation will be located at 2 NE 40th Street, Suite 300, Miami, Florida 33137.

**ARTICLE VII - OFFICERS**

The affairs of Excel Eyewear Corp., shall be managed by a Board of Directors and administered by a President, one or more Vice Presidents, a Secretary, and such other officers as the Board of Directors shall deem desirable. Officers need not be Directors. The officers shall be elected by a 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.

This instrument prepared by:

Kirk D. DeLeon, P.A.  
2 NE 40th Street  
2nd Floor East  
Miami, Florida 33137  
(305) 573-0104  
Florida Bar No.: 989959

H97000000721

The Frame Connection, Inc.  
Articles of Incorporation  
Page 2

The initial officers of the corporation who shall serve until elections are held and their addresses are:

President - Michael A. Baum  
2 NE 40th Street  
Suite 300  
Miami, Florida 33137

Vice President - Robert Sommer  
2 N.E. 40th Street  
Suite 300  
Miami, Florida 33137

Secretary - Robert Sommer  
2 N.E. 40th Street  
Suite 300  
Miami, Florida 33137

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have three (2) Directors. 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:

Robert Sommer  
2 NE 40th Street  
Suite 300  
Miami, Florida 33137

Michael A. Baum  
2 NE 40th Street  
Suite 300  
Miami, Florida 33161

**ARTICLE IX - BYLAWS**

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

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The Frame Connection, Inc.  
Articles of Incorporation  
Page 3

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 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**

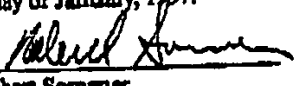
The name and address of the incorporator, who is also the person signing these Articles is:

Robert Sommer      2 NE 40th Street  
Suite 300  
Miami, Florida 33161

#### **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 13th day of January, 1997.

  
Robert Sommer

STATE OF FLORIDA]

COUNTY OF DADE]

BEFORE ME, the undersigned authority, personally appeared ROBERT SOMMER, who is personally know 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 an 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 13th day of January, 1997.

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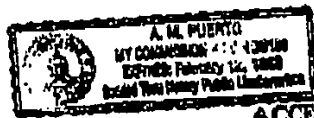
EMPIRE CORPORATE KIT

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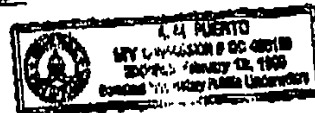
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The Frame Connection, Inc.  
Articles of Incorporation  
Page 4

My Commission Expires:



*A. M. Puerto*  
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 Frame Connection, Inc., and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 13th day of January, 1997.

*Robert Sommer*  
Robert Sommer

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2nd Floor East  
Miami, Florida 33137  
(305) 573-0104  
Florida Bar No.: 989959

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