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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 FEB 14 PM 3:56

pick-up

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

200002088262--5
-02/14/97--01086-015
*****70.00 *****70.00

SUBJECT: Galaxy EyeWear, Inc.

Enclosed is one (1) original and one (1) copy of the articles of incorporation regarding the subject corporation along with a check in the amount of seventy dollars (\$70.00). Please file and return same at your earliest convenience. Thank you.

From: Affordable Advocates Trust
407.331.8461

RECEIVED
96 FEB 14 PM 1:16
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

D. BROWN FEB 14 1997

ARTICLES OF INCORPORATION
OF
GALAXY EYEWEAR, INC.

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The undersigned incorporator, for the purpose of forming a corporation pursuant to the provisions of the "Florida Business Corporation Act", hereby adopt(s) the following Articles of Incorporation:

ARTICLE ONE - NAME

The name of the corporation shall be: Galaxy Eye Wear, Inc.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation shall be:

105 Margo Lane
Longwood, Florida 32750

ARTICLE THREE - PURPOSE

The purpose(s) for which the corporation is organized shall be:

The transaction of any or all lawful purposes for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>Class</u>	<u>Par Value</u>	<u>Number</u>
Common	N/A	1000

ARTICLE FIVE - INITIAL REGISTERED AGENT

The name and address of the initial registered agent and its registered office are:

Registered Agent:	Anthony A. DeLuca
Registered Office:	105 Margo Lane Longwood, Florida 32750

ARTICLE SIX - INITIAL DIRECTOR(S)

The number of directors constituting the initial Board of Directors of the corporation is two, and the name and the address of the person who is to serve as a director until the first meeting of shareholders or until his successor is elected and qualified is:

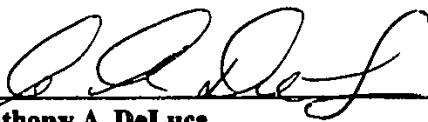
Anthony A. DeLuca & Elena DeLuca
105 Margo Lane
Longwood, Florida 32750

ARTICLE SEVEN - INCORPORATOR(S)

The name and address of the incorporator to these Articles of Incorporation is:

Anthony A. DeLuca
105 Margo Lane
Longwood, Florida 32750

The undersigned incorporator hereby declares, under the penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true. The undersigned has executed the Articles of Incorporation this 11 day of February, 1997.



Anthony A. DeLuca
(signature of incorporator)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT & REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT AND REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Galaxy EyeWear, Inc.

2. The name and address of the registered agent and office is:

Anthony A. DeLuca
105 Margo Lane
Longwood, Florida 32750

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and to agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature of Registered Agent)

Anthony A. DeLuca

2/11/97
(Date)