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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

April 11th, 1997

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

To whom it may concern:

Enclosed are the articles of incorporation for ADOX, INC. to be registered and a check for 122.50 for the filing fees. If you have any questions please call us at 407-957-0388.

Thank You

Jose Diaz-Asper

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Jose Diaz-Asper
SECRETARY OF STATE
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[Signature]

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ARTICLES OF INCORPORATION

FILED

OF

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ADOX, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersign subscriber of these Articles of Incorporation, a natural person competent to contract, hereby agrees to form a corporation under the laws of the State of Florida.

ARTICLE I.

The name of this corporation shall be:

ADOX, INC.

ARTICLE II.

The general nature of the business or businesses to be carried on or conducted by said corporation and its general objects and purposes, and among the general and special powers granted and reserved unto the corporation, shall be:

To engage in every aspect of the business of selling and distributing eyewear, frames, lenses and related products;

To purchase or otherwise acquire, and to own, sell, or otherwise dispose of and to invest in, trade in, deal in and with, goods, merchandise, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition;

To conduct business in, have one or more offices in, and consult, buy, hold, sell, convey, lease or otherwise dispose of real estate and investments in the State of Florida, and in all

other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instrument to secure the payment of corporate indebtedness as required;

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the right to vote such stock; and

To exercise any of the powers enumerated in Florida Statutes S 607.011 as now or thereafter provided.

ARTICLE III.

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

100 shares at a par value of \$5.00 per share.

ARTICLE IV.

No shareholder shall transfer, alienate, or in any way dispose of any share of stock of the corporation unless such share of stock shall first have been offered for sale to the corporation. The corporation reserves and shall have the exclusive right and option to purchase such shares of stock at a price equal to the book value thereof, within 60 days after such offer. After the expiration of such time, the shareholder, if

the corporation shall not have exercised its option to purchase such share of stock, shall be free to transfer, alienate, or otherwise dispose of such shares of stock without any restrictions whatsoever. The restrictions contained in this article or a reference thereto shall be noted on the reverse side of such shares of stock issued by the corporation.

ARTICLE V.

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE VI.

The corporation is to exist perpetually.

ARTICLE VII.

The initial address and principal office of this corporation in the State of Florida is: 1407 Coral Way., Miami, Fl 33145. The initial registered agent of the corporation shall be Jose Diaz-Asper.

ARTICLE VIII.

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time, as provided in the by-laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX.

The name and street address of the member of the first Board of Director is:

NAME	ADDRESS
Jose Diaz-Asper	2462 Pine Chase Cir. St. Cloud, Florida 34769

The name and street address of the subscriber of these Articles of Incorporation is:

NAME	ADDRESS
Jose Diaz-Asper	2462 Pine Chase Cir. St. Cloud, Florida 34769

ARTICLE X.


The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at the stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI.

Each director and officer, in consideration of their services, shall be indemnified, whether then in office or not, the reasonable costs and expenses incurred by them in connection with the defense of or for advice concerning any claim asserted or proceeding brought against them by reason of their being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by any reason of any act or omission to act as such director or officer provided that they shall not have been derelict in the performance of their duty as to the matter or matters in respect of which such claims is officers or employees shall be determined by the vote of the Board of Directors even though any of all of

the directors are officers or employees of the corporation. The compensation of the directors of this corporation shall be established by the vote of the stockholders.

Dated this 11 day of April 1997



Jose Diaz-Asper

STATE OF FLORIDA)
) s.s.
COUNTY OF OSCEOLA)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments, personally appeared Jose Diaz-Asper, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and acknowledge before me that they executed and subscribed to the same.

WITNESS my hand and seal this 11 day of April, 1997.



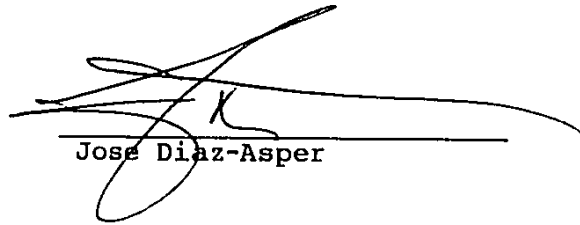
Notary Public, State of Florida
My Commission expires:



ELENA DIAZ
My Commission CC495997
Expires Sep. 17, 1999

ACCEPTANCE

I, Jose Diaz-Asper, hereby accept the designation as Resident Agent for Service of Process upon ADOX, INC., desiring to organize under the laws of the State of Florida, with its registered office at 2462 Pine Chase Cir., St. Cloud, Fl 34769 hereby accept to act as Registered Agent for said corporation, and agree to comply with the provisions of the Florida Statutes, to keeping open said office, and upon whom process may be served.



Jose Diaz-Asper

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