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Of Counsel

PLEASE REPLY TO:
POST OFFICE DRAWER 2366
WINTER PARK, FLORIDA 32789-2366
FACSIMILE (407) 740-0300

FILED
APR 30 PM 4:21
TALLAHASSEE, FLORIDA

April 28, 1997

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

900002160189--4
-04/30/97--01052--014
*****122.50 *****122.50

Re: Articles of Incorporation of Blinde Eyeware, II, Inc. FIVE DATE

Gentlemen:

Enclosed is the original and a copy of the Articles of Incorporation of Blinde Eyeware, II, Inc., together with a check for \$122.50 to cover the filing fee, fee for designation of registered agent and certified copy fee.

Because the corporation's existence commences on the date of execution of the Articles, please see that the Articles are filed within five working days from date of letter.

Once the Articles of Incorporation have been filed, please return the certified copy to this office.

Sincerely yours,


WILLIAM P. WEATHERFORD, JR.

WPWjr:dad
Enclosures
cc: Rachelle Walker
E:\WPW\97-0141\ARTCORP.LTR

OK
5/1/97

ARTICLES OF INCORPORATION
OF
BLINDE EYEWARE II, INC.

FILED
97 APR 30 PM 4: 21
STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I - NAME OF CORPORATION

4-25-97

The name of this Corporation shall be BLINDE EYEWARE II, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal office of this Corporation shall be located at 35 West Pine Street, Suite 225, Orlando, Florida 32801.

ARTICLE III - DATE OF EXISTENCE

This Corporation shall exist perpetually, commencing on the date of execution of these Articles of Incorporation.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE V - INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 35 West Pine Street, Suite 225, Orlando, Florida 32801. The Board of Directors may from time to time move the registered office to any other address in Florida. The name of the initial registered agent of this Corporation at that address is Rachelle Walker. The Board of Directors may from time to time designate a new registered agent.

ARTICLE VI - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Name

Address

Rachelle Walker

35 West Pine Street, Suite 225
Orlando, Florida 32801

ARTICLE VII - INITIAL BOARD OF DIRECTORS

- A. The initial number of directors of this Corporation shall be two (2).
- B. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of this Corporation, but shall never be less than one (1).
- C. The names and addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, are:

Name

Address

Rachelle Walker

35 West Pine Street, Suite 225
Orlando, Florida 32801

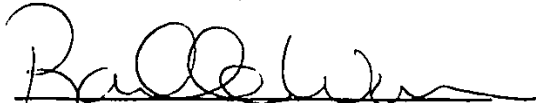
Richard Walker

734 Jefferson Avenue, #7
Miami Beach, FL 33139

ARTICLE VIII - INDEMNIFICATION

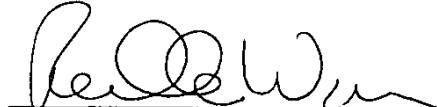
This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Winter Park, Florida, this 25th day of April, 1997.


Rachelle Walker

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: _____


Rachelle Walker

Date: _____

4/25/97

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STATE
TALLAHASSEE, FLORIDA