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5/14/97

FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: SUNGLASSES OF MIAMI INC.
AUDIT NUMBER.....H97000007940
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.
CERT. OF STATUS..1 PAGES..... 3
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

SUNGLASSES OF MIAMI INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: SUNGLASSES OF MIAMI INC.

The principal place of business of this corporation shall be: 255 East Flagler #102
Miami, Fl 33131

ARTICLE II NATURE OF BUSINESS

This corporation may engage in or transact 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 aggregate number of shares of stock and its value that this corporation is authorized to have outstanding at any one time is: 100 Shares at \$1.00 Par Value.

ARTICLE IV TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V OFFICERS DIRECTORS

The name(s) and street address(es) of the initial officer(s) and director(s), if any, who shall hold office the first year of the corporation's existence or until their successor(s) is(are) elected, is(are):

Dora Correa 340 S.W. 10th Ave., Apt. 2
Miami, Fl 33135

Prepared by: Dora Correa
340 S.W. 10th Ave., Apt. 2
Miami, Fl 33135
(305) 547-2186

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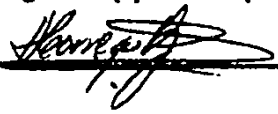
ARTICLE VI INCORPORATOR(S)

The name(s) and street address(es) of the incorporator(s) to this articles of incorporation is(are):

Dora Correa 340 S.W. 10th Ave., Apt. 2
Miami, Fl 33135

IN WITNESS WHEREOF, the undersigned incorporator(s) has(have) executed these Articles of Incorporation this 14th day of May, 1997.

Signature(s) of Incorporator(s)



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation _____

SUNGLASSES OF MIAMI INC.

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

Dora Correa 255 East Flagler #102

(P.O. BOX NOT ACCEPTABLE)

Miami, FL 33131

(CITY/STATE/ZIP)

SIGNATURE _____

(corporate officer)

TITLE DIRECTOR

DATE 05/14/97

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE _____

DATE 05/14/97

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