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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 401898 7129725

AUTHORIZATION : *P.A.*

COST LIMIT : \$ 70.00

ORDER DATE : May 22, 1997

ORDER TIME : 10:45 AM

ORDER NO. : 401898-005

300002197933--8

CUSTOMER NO: 7129725

CUSTOMER: Mr. Richard Birkenshaw
MR. RICHARD BIRKENSHAW

258 Harvard Street #222

Brookline, MA 02146

DOMESTIC FILING

NAME: SUNGLASS WORLD INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban
EXAMINER'S INITIALS: *SN*

5/22/97 9:23 AM 9:23
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION
RECEIVED
97 JUN - 2 PM 1:54

JUN - 3 1997

ARTICLES OF INCORPORATION

OF

SUNGLASS WORLD INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SUNGLASS WORLD INC.

The address of the principal office of this corporation shall be 258 Harvard Street, #222, Brookline, Massachusetts 02146, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in 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 maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2708 North Dundee Street, Tampa, Florida 33629, and the name of the initial registered agent of the corporation at that address is Marlin Anderson.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

Richard Birkenshaw

2020 El Dorado Court,
Clearwater, Florida 34623

Kathleen Babcock

SAME

ARTICLE VII. INCORPORATOR

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

Corporate Agents, Inc.
1201 Hays Street
Tallahassee, Florida 32301

The undersigned incorporator has executed these Articles of Incorporation on June 2, 1997.

Deborah D. Skipper
It's Agent, Deborah D. Skipper
Incorporator

STEPHANIE STSCHERBAN

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Marlin Anderson, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

SUNGLASS WORLD INC.

Marlin Anderson is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: Marlin Anderson

Typed Name: Marlin Anderson

2708 N. DUNDEE ST.
TAMPA, FL 33629

97 JUN -2 AM 9:28
TAMPA, FLORIDA