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TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4001

FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: GLASSEX OPTICALS, CORP.

AUDIT NUMBER.....H97000013173

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 12, 1997

EMPIRE

SUBJECT: GLASSEX OPTICALS, CORP.
REF: W97000018592

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Beth Register
Corporate Specialist Supervisor

FAX Aud. #: E97000013173
Letter Number: 397A00040818

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ARTICLES OF INCORPORATION

ARTICLE I - NAME

THE NAME OF THIS CORPORATION IS:

GLASSEX OPTICALS, CORP.

WITH THE PRINCIPAL PLACE OF BUSINESS LOCATED AT:

**25 SOUTH EAST 2ND AVENUE
11TH FLOOR - SUITE NO. 1139-E
MIAMI, FLORIDA 33131**

ARTICLE II - PURPOSE

THIS CORPORATION SHALL HAVE THE PERPETUAL EXISTENCE AND MAY ENGAGE IN ANY AND ALL LAWFUL BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA.

ARTICLE III - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE 1,000 SHARES OF ONE DOLLAR (\$ 1.00) PAR VALUE COMMON STOCK.

ARTICLE IV - PREEMPTIVE RIGHTS

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OR ANY NEW COMMON STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE THEIR PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V - INITIAL REGISTERED OFFICE

THE STREET ADDRESS OF THE REGISTERED OFFICE OF THIS CORPORATION IS:

**25 SOUTH EAST 2ND AVENUE
11TH FLOOR - SUITE NO. 1139-E
MIAMI, FLORIDA 33131**

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION IS:

JOAO GILBERTO FAJARDO

PREPARED BY:
GUILLERMO UBIETA-8045 N. W. 36TH STREET SUITE NO. 525, MIAMI, FL 33166 (305)597-4511

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ARTICLE VI – INITIAL BOARD OF DIRECTORS

THIS CORPORATION SHALL HAVE 1 DIRECTOR(S) INITIALLY. THE NUMBER OF DIRECTORS MAY BE EITHER INCREASED OR DIMINISHED FROM TIME TO TIME THE BY-LAWS, BUT SHALL NEVER BE LESS THAN ONE (1). THE INITIAL DIRECTOR(S) OF THIS CORPORATION IS/ARE:

JOAO GILBERTO FAJARDO
PRESIDENT, VICE PRESIDENT, SECRETARY, TREASURER & DIRECTOR

ARTICLE VII – INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THIS ARTICLE IS:

JOAO GILBERTO FAJARDO
25 SOUTH EAST 2ND AVENUE
11TH FLOOR - SUITE NO. 1139-E
MIAMI, FLORIDA 33131

ARTICLE VIII – INDEMNIFICATION

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICES OR DIRECTORS TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE IX – MANAGEMENT OF CORPORATION SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTOR OF, SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X – BY LAWS

THE POWER TO ADOPT, AFTER, AMEND OR REPEAL, BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDER.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR HAS EXECUTED THESE ARTICLES OF INCORPORATION THIS 31ST DAY OF JULY OF 1997.



Incorporator

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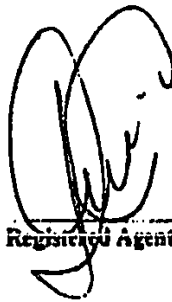
**CERTIFICATE DESIGNATING THE ADDRESS AND AN
AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

THAT **GLASSEX OPTICALS, CORP.** DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WHICH WILL HAVE ITS PRINCIPAL OFFICE IN THE COUNTY OF DADE, STATE OF FLORIDA, HAS APPOINTED **JOAO GILBERTO FAJARDO**, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE.

ACKNOWLEDGMENT:

HAVING BEEN NAMED BY THE FIRST BOARD OF DIRECTORS OF **GLASSEX OPTICALS, CORP.** TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THE CAPACITY OF REGISTERED AGENT FOR SAID CORPORATION, AND AGREE TO COMPLY WITH THE APPLICABLE PROVISION OF THE FLORIDA STATUTES, THIS 31ST DAY OF JULY, 1997.



Registered Agent

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EMPIRE CORPORATE KIT

AUG-12-1997 15:09