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BENJAMIN S. SCHWARTZ, CHARTERED

Attorney at Law
4600 Olympic Way
Evergreen, Colorado 80439
Telephone (303) 670-5941
Fax (303) 670-3871

August 2, 1997

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****122.50 ****122.50

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

Re: Flapjacks Eyewear International Corp.

Gentlemen:

Enclosed for filing with your office are the Articles of Incorporation of the captioned new Florida corporation, together with my check payable to you in the amount of \$122.50 which represents the following:

Filing fee	\$ 35.00
Resident Agent designation	35.00
Certified copy fee	52.50

Kindly return to the undersigned at the address shown above a certified copy of the enclosed Articles of Incorporation.

If you have any questions concerning the enclosures, please contact me by mail, telephone or fax as shown above.

Thank you for your cooperation.

Sincerely yours,


BENJAMIN S. SCHWARTZ

W97-18334

BSS:ds

Enclosures

FILED
97 AUG 19 AM 8:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AL AUG 19 1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 8, 1997

BENJAMIN S. SCHWARTZ, ESQ.
4600 OLYMPIC WAY
EVERGREEN, CO 80439

SUBJECT: FLAPJACKS EYEWEAR INTERNATIONAL CORP.
Ref. Number: W97000018334

We have received your document for FLAPJACKS EYEWEAR INTERNATIONAL CORP. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 297A00040372

BENJAMIN S. SCHWARTZ, CHARTERED

Attorney at Law
4600 Olympic Way
Evergreen, Colorado 80439
Telephone (303) 670-5941
Fax (303) 670-3871

August 14, 1997

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

Attn: Ms. Agnes Lunt, Corporate Specialist

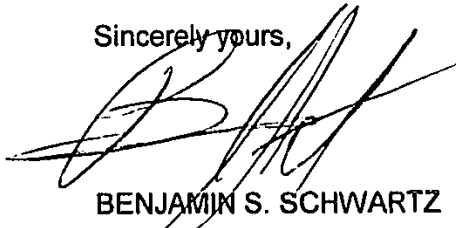
Re: Flapjacks Eyewear International Corp.
Ref. No. W97000018334
Letter No. 297A00040372

Dear Ms. Lunt:

Enclosed is a resubmission of the articles of incorporation (in duplicate) of the captioned corporation, together with your August 8, 1997 letter to me. Page 2 of the enclosed articles has been revised in accordance with your letter and our subsequent telephone conversation.

Thank you for your assistance in this matter.

Sincerely yours,



BENJAMIN S. SCHWARTZ

BSS:ds

Enclosures

ARTICLES OF INCORPORATION
OF
FLAPJACKS EYEWEAR INTERNATIONAL CORP.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. CORPORATE NAME.

The name of this Corporation is:

FLAPJACKS EYEWEAR INTERNATIONAL CORP.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is Ten Thousand (10,000) shares of common stock having a par value of One (\$1.00) Dollar per share.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued. All shares issued shall be fully paid and nonassessable.

ARTICLE IV. TERM OF EXISTENCE.

This Corporation shall have perpetual existence.

ARTICLE V. PRINCIPAL OFFICE.

The principal office of this Corporation in the State of Florida shall be:

3451 Executive Way
Miramar, Florida 33025

The Board of Directors may, from time to time, move the principal office to any other address in the State of Florida.

ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.

The registered agent and the initial registered office of this Corporation shall have the following street address:

BENJAMIN S. SCHWARTZ
605 Fairway Drive
Miami Beach, Florida 33141

ARTICLE VII. BOARD OF DIRECTORS.

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the shareholders, but shall never be less than one (1).

ARTICLE VIII. INITIAL DIRECTORS.

The names of the initial directors of this Corporation are and their street address is:

MYRON ORLINSKY
PETER PATRAKA
MARC ORLINSKY
SCOTT ORLINSKY

3451 Executive Way
Miramar, Florida 33025

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE IX. INCORPORATOR.

The name and street address of the Incorporator signing these Articles of Incorporation as the Incorporator is:

BENJAMIN S. SCHWARTZ
605 Fairway Drive
Miami Beach, Florida 33141

ARTICLE X. CONFLICTS OF INTEREST.

No contract between this Corporation and another corporation or another individual shall be invalidated by reason of the fact that one or more of the officers or directors of this Corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers or directors of this Corporation may be the other individual or individuals contracting with this Corporation.

ARTICLE XI. INDEMNIFICATION.

This Corporation shall indemnify every person who was or is a party or is or was threatened to be made a party to any action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee, or agent of this Corporation, or is or was serving at the request of this Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' and paralegals' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, except in such cases as involve gross negligence, unlawful conduct, or willful misconduct on the part of such director, officer, employee or agent. Such indemnification may, in the discretion of those directors who are not parties to such proceedings, include advances of his or her expenses in advance of final disposition of such action, suit or proceedings.

ARTICLE XII. PREEMPTIVE RIGHTS.

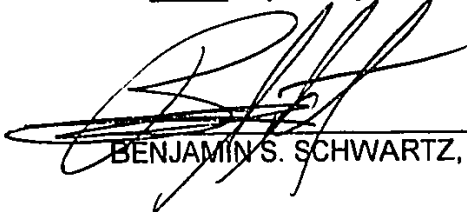
The shareholders of this Corporation shall not have any preemptive right to acquire any shares of this Corporation.

ARTICLE XIII. AMENDMENT.

These 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 shareholders, and approved at a shareholders' meeting by at least a majority of the shares entitled to vote thereon, unless all of the directors and all of the shareholders sign a written

statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation as of the 4th day of August, 1997.


BENJAMIN S. SCHWARTZ, Incorporator

STATE OF COLORADO)
) ss.
COUNTY OF JEFFERSON)

BEFORE ME, a Notary Public, personally appeared BENJAMIN S. SCHWARTZ, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

4th WITNESS my hand and official seal at Evergreen, Jefferson County, Colorado, this day of August, 1997.

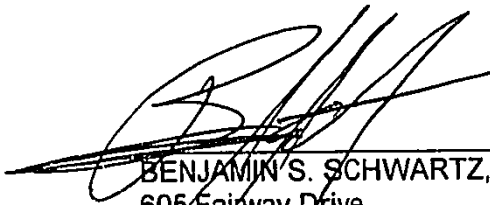

Notary Public
State of Colorado

My commission expires: 9/28/2000

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of FLAPJACKS EYEWEAR INTERNATIONAL CORP., the undersigned hereby accepts such appointment, agrees to act in such capacity and accepts the obligations imposed upon registered agents by Chapter 607 of Florida Statutes.

Dated: August 4th, 1997.



BENJAMIN S. SCHWARTZ, Registered Agent
605 Fairway Drive
Miami Beach, Florida 33141

FILED
97 AUG 19 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA