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**P97000097900**

((H97000019149 8)))

TO: DIVISION OF CORPORATIONS

FAX R: (850)922-4001

FROM: RICARDO MARTINEZ-CID, P.A.  
CONTACT: RICARDO MARTINEZ-CID  
PHONE: (305)859-7494

ACCTR: 076640001666

FAX R: (305)858-2513

NAME: ELCOS INC.  
AUDIT NUMBER.....H97000019149  
DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.  
CERT. OF STATUS..0 PAGES..... 3  
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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF  
ELCOS INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Article I - Name

The name of this corporation is ELCOS INC.

Article II - Purpose

This corporation is organized to import and export quality frames, lenses, and other optical products, and for all other lawful businesses.

Article III- Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his/her 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 Principal, Registered Office and Agent

The initial principal address of this corporation is 1411 Coral Way, Miami, Florida 33145.

The name of the initial Registered Agent and office of this corporation is Elena Reyes of 1411 Coral Way, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial director of this corporation is Elena Reyes of 1411 Coral Way, Miami, Florida 33145, who shall also serve as the initial president/treasurer/secretary of the corporation.

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494/ Facsimile (305) 858-2513  
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Article VII - Incorporator

The name and address of the persons signing these Articles is Elena Reyes of 1411 Coral Way, Miami, Florida 33145.


Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence on the date these articles are filed with the Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this November 17, 1997.


  
Elena Reyes

STATE OF FLORIDA     )  
                              ) SS.  
COUNTY OF DADE     )

BEFORE ME, the undersigned Notary Public, personally appeared Elena Reyes, who is personally known to me or provided her Florida driver's license as identification, and she acknowledged before me that she executed the same, and she did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this November 17, 1997.



  
Notary Public  
State of Florida at Large

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

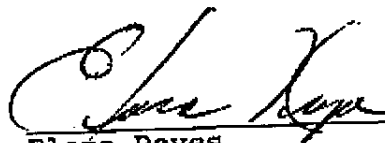
WITNESSETH:

That ELCOS INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Dade, has named Elena Reyes, located at 1411 Coral Way, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of  
ELCOS INC.

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 provisions of the Florida Statutes this November 17, 1997.



Elena Reyes  
Registered Agent

Prepared by: Ricardo Martinez-Cid  
1699 Coral Way, Suite 510, Miami, Florida 33145  
Telephone (305) 859-7494 / Facsimile (305) 858-2513  
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