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RICHARD M. SELMAN, P.A.*
ROBERT I. CLAIRE, ESQUIRE, P.A.**

* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

November 5, 1997

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State of Florida
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: EYETEMS INTERNATIONAL NO. 102, INC.

Dear Sir/Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced corporation.

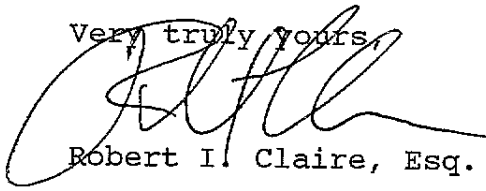
Also enclosed is check in the amount of \$122.50 for filing fees as follows for the corporation:

Filing Fees	\$ 35.00
Cert. copy	52.50
Reg. Agent	<u>35.00</u>
Amount	\$122.50

Your expediency in returning the filed Articles of Incorporation is appreciated.

Should you have any questions, please do not hesitate to call our office.

Very truly yours,


Robert I. Claire, Esq.

RIC/jc
Enclosures/check

FILED
97 NOV 17 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dmc 11/18/97

ARTICLES OF INCORPORATION

FILED

OF

97 NOV 17 PM 2:20

EYETEMS INTERNATIONAL NO. 102, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME & PRINCIPAL ADDRESS OF BUSINESS

The name and address of the corporation shall be:

EYETEMS INTERNATIONAL NO. 102, INC.
7280 W. PALMETTO PARK ROAD
SUITE 106
BOCA RATON, FLORIDA 33433

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSE

The general purposes for which the corporation is organized are as follows:

A. To market and sell optical ware, sunglasses and brand related accessories and apparel to the general public.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act.

C. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000) shares of common stock. Such shares shall be of a single class and shall have par value of One Dollar (\$1.00) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the corporation is 7280 W. Palmetto Park Road, Suite 106, Boca Raton, Florida 33433 and the name of its initial Registered Agent at that address is Robert I. Claire.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Director is (1). The number of Directors may be increased or decreased from time to time in accordance with the By-laws but shall never be less than one. The names and address of the initial Directors of the corporation are as follows:

Robert Hanopole	7280 W. Palmetto Park Road
	Suite 106
	Boca Raton, Florida 33433

ARTICLE VII

OFFICERS

The names and address of each initial officer is as follows:

Robert Hanopole, President	7280 W. Palmetto Park Road
Secretary & Treasurer	Suite 106
	Boca Raton, Florida 33433

ARTICLE VII
INCORPORATORS

The name and address of each Incorporator is as follows:

Robert Hanopole	7280 W. Palmetto Park Road
	Suite 106
	Boca Raton, FL 33433

ARTICLE IX

AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

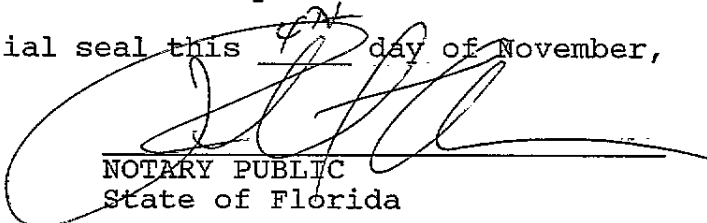
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on the 4th day of November, 1997.


Robert Hanopole

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, personally appeared Robert Hanopole, to me personally known, who did take an oath, and known to me to be the person described in and executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 4th day of November, 1997.


NOTARY PUBLIC
State of Florida

My Commission expires:

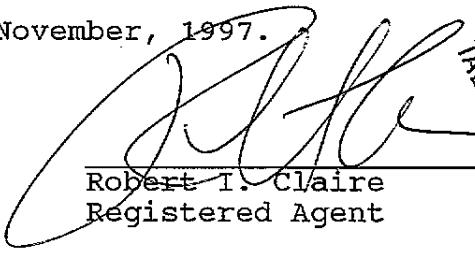


Robert Claire
MY COMMISSION # CC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **EYETEMS NO. 102 CORPORATION** which is contained in the foregoing Articles of Incorporation.

DATED this 4th day of November, 1997.


Robert I. Claire
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA