



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 748947 7117915

AUTHORIZATION :

Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : March 20, 1998

ORDER TIME : 11:41 AM

ORDER NO. : 748947-005

CUSTOMER NO: 7117915

CUSTOMER: Mr. Brian Poole
OPTICAL OPTIONS

13191 Starkey Road
No. 9
Largo, FL 34643

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 12:44

DOMESTIC FILING

NAME: BRAND CREATIONS EYEWEAR, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

RECEIVED
98 MAR 20 PM 12:06
DIVISION OF CORPORATION

3/20/98

300002463693

**ARTICLES OF INCORPORATION OF
BRAND CREATIONS EYEWEAR, INC.**

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DIVISION OF CORPORATIONS
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The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation.

**Article I.
NAME**

The name of this corporation shall be Brand Creations Eyewear, Inc.

**Article II.
PLACE OF BUSINESS**

The principal place of business of this corporation shall be 22079 US Highway 19 North, Clearwater, Florida 33765.

**Article III.
NATURE OF BUSINESS**

This corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**Article IV.
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of One Dollar (\$1.00) par value stock, which shall be designated "Common Shares".

Article V.
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 22079 US Highway 19 North, Clearwater, Florida 33765, and the name of the initial registered agent of this corporation at that address is Brian G. Poole.

Article VI.
INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of the directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Brian G. Poole	13480 Rustic Pines Blvd. Seminole, FL 34646
Edward C. August	16 Holly Street Cranford, NJ 07016

Article VII.
OFFICERS

The initial officers of this corporation and their offices shall be as follows:

President	Brian G. Poole
Vice-President	Edward C. August
Secretary	Edward C. August
Treasurer	Brian G. Poole

Article VIII.
INCORPORATOR

The name and address of the person signing these articles is Brian G. Poole

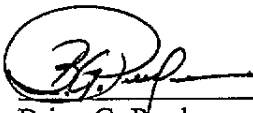
**Article IX.
AMENDMENT**

This corporation reserves the right to amend or appeal any provision contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this revision.

**Article X.
EFFECTIVE DATE**

This corporation shall become effective upon the date of the execution of these articles of incorporation with the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 20th day of March, 1998.



Brian G. Poole
Incorporator

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CERTIFICATE DESIGNATING
REGISTERED AGENT / REGISTERED OFFICE

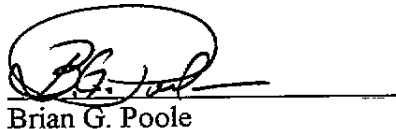
Pursuant to the provisions of 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office / registered agent, in the State of Florida.

1. The name of the corporation is Brand Creations Eyewear, Inc.
2. The name and address of the registered agent and office is:
Brian G. Poole
22079 US Hwy 19 North
Clearwater, Fl 33765


Brian G. Poole, Officer

Dated: 3-20-98

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of section 607.325, Florida Statutes.


Brian G. Poole

Dated: 3-20-98