

Charter Number Only

**P98090038153**

VALIDATION ONLY

Lucio Mandler  
 Requestor's Name  
701 Brickell Ave. #2000  
 Address  
Miami, FL 33131  
 City State ZIP Phone  
536-8860

000002499350-3  
 -04/24/98-01041-004  
 \*\*\*\*122.50 \*\*\*\*122.50

CORPORATION(S) NAME

Audifonos y Lentes Inc, INC



Empire Toll Free: 1-800-432-3028

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 98 APR 24 AM 0:18  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 24, 1998

EMPIRE

MIAMI, FL

SUBJECT: AUDIFONOS Y LENTES III, INC.  
Ref. Number: W98000009203

We have received your document for AUDIFONOS Y LENTES III, INC..  
However, the document has not been filed and is being returned for the following:

Please provide an English translation for the entity's name in your cover letter.

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) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 898A00022301

English translation:  
Hearing Aid and Glasses III, INC

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
AUDIFONOS Y LENTES III, INC.

Article I - Name and Address

The name, address and principal place of business of this corporation is:

AUDIFONOS Y LENTES III, INC.  
c/o WLMCS Registered Agents, Inc.  
Suite 2000  
701 Brickell Avenue  
Miami, Florida 33131.

Article II - Purpose

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be organized under the laws of the United States and the Florida Business Corporation Act and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

Article III - Capital Stock

This corporation is authorized to issue 1,000 shares of common stock, par value \$0.01 (the "Common Stock"). The Board of Directors may authorize the issuance of the Common Stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The valuation of such property or services shall be fixed by the Board of Directors. All of the Common Stock, when issued, shall be fully paid and exempt from assessment.

Article IV - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is:

701 Brickell Avenue  
Suite 2000  
Miami, Florida 33131

and the name of the initial registered agent of this corporation at such address is WLMC REGISTERED AGENTS, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**Article V - Incorporator**

The name and address of the initial incorporator of this corporation is:

Alfredo Rangel H.  
Urbanizacion Costa Azul  
Quinta Oceania  
Avenida Los Robles, tercera calle ciega  
Pampatar, Estado Nueva Esparta (Isla Margarita)  
Venezuela

**Article VI - Board of Directors**

The number of directors may be either increased or decreased from time to time as provided in the By-Laws but shall never be less than one. The names and addresses of the initial directors are:

Alfredo Rangel H.  
Urbanizacion Costa Azul  
Quinta Oceania  
Avenida Los Robles, tercera calle ciega  
Pampatar, Estado Nueva Esparta (Isla Margarita)  
Venezuela

Maria Castillo de Rangel  
Urbanizacion Costa Azul  
Quinta Oceania  
Avenida Los Robles, tercera calle ciega  
Pampatar, Estado Nueva Esparta (Isla Margarita)  
Venezuela

Alejandro Rangel Castillo  
Urbanizacion Costa Azul  
Quinta Oceania  
Avenida Los Robles, tercera calle ciega  
Pampatar, Estado Nueva Esparta (Isla Margarita)  
Venezuela

## Article VII - Officers

The names of the initial officers of this corporation, who shall hold such office until their successor for such office shall have been duly elected and qualified, are:

President	Alfredo Rangel Hernandez
Secretary	Maria Castillo de Rangel
Treasurer	Alejandro Rangel Castillo

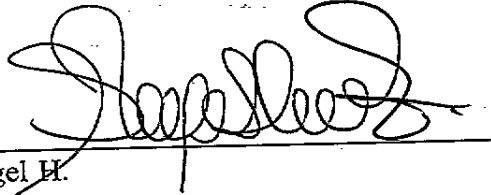
## Article VIII - Indemnification

**Section 1 - Right to Indemnification.** The corporation hereby indemnifies each person (including the heirs, executors, administrators, or estate of such person) who is or was a director, officer, employee or agent of the corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as a director, officer, agent, employee, or representative, or arising out of his status as a director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The corporation may maintain insurance, at its expense, to protect itself and all officers, directors, employees and agents against fines, liabilities, costs and expenses, whether or not the corporation would have the legal power to indemnify them directly against such liability.

**Section 2 - Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding shall be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the corporation as authorized by this Article, and upon satisfaction of other conditions required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

**Section 3 - Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the corporation nevertheless indemnifies each person described in Section 1 of this Article to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 15 day of April, 1998.



Alfredo Rangel H.  
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for AUDIFONOS Y LENTES III, INC. at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 607.0505 Fla. Stat. (1995).

Dated this 17<sup>th</sup> day of April, 1998.

WLMC REGISTERED AGENTS, INC.

By   
Saturnino E. Lucio, President

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98 APR 28 AM 10:47  
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TALLAHASSEE, FLORIDA