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HARVEY H. HARLING
COUNSELLOR AT LAW

HARVEY H. HARLING

ADMITTED TO PRACTICE IN
FLORIDA AND MASSACHUSETTS

7000 W. PALMETTO PARK ROAD
SUITE 300
BOCA RATON, FL 33433
TEL. (561) 479-2515
FAX. (561) 416-9295

June 3, 1998

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DEPARTMENT OF STATE
Corporate Division
George Firestone Building
409 E. Gaines Street
Tallahassee, Florida 32399

Attention: Secretary of State

Reference: Incorporation of Sun & Surf Shades, Inc.

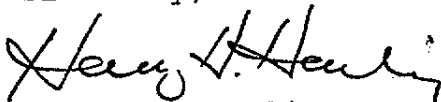
Dear Sir/Madam:

Enclosed for filing please find original and one copy of the Articles of Incorporation for the above referenced company and our check in the sum of \$122.50 for filing fees.

Please file the original and return a stamped copy along with the certificate of incorporation. A self addressed envelope is included for your convenience.

Thank you for your prompt attention and assistance in this matter.

Sincerely,


Harvey H. Harling

HHH:ad
Enclosures

cc: Richard Bergida

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUN 11 AM 11:44

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ARTICLES OF INCORPORATION
OF
SUN & SURF SHADES, INC.

FILED
DEPT. OF STATE
DIVISION OF CORPORATIONS
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ARTICLE 1 - NAME AND PRINCIPAL OFFICE

The name of this corporation is **SUN & SURF SHADES, INC.**

The address of the principal office is Uptown Downtown Mall, 5700 Okeechobee Blvd. West Palm Beach, FL 33417.

ARTICLE 2 - DURATION

This corporation shall exist perpetually commencing on the date these articles are filed with the Department of State.

ARTICLE 3 - PURPOSE

This corporation is organized for the purpose of providing, dispensing, selling eyeware and related products to the general public and for transacting any or all lawful business permitted by statute.

ARTICLE 4 - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock having \$1.00 par value per share.

ARTICLE 5 - INITIAL REGISTERED AGENT

The street address of the initial registered agent of this corporation is 7000 West Palmetto Park Road, suite 409, Boca Raton, FL 3343 and the name of the initial registered agent of this corporation at that address is Harvey H. Harling.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may

be increased from time to time by the bylaws but shall never be less than one. The names and addresses of the initial directors of this corporation are:

Richard Bergida
1715 S. Federal Highway
Delray Beach, FL 33483

George B. Wright
487 N. Ocean Boulevard # 2
Deerfield Beach, FL 33483

ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS

The names and street addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

Richard Bergida
1715 S. Federal Highway
Delray Beach, FL 33483

President, Treasurer

George B. Wright
487 N. Ocean Boulevard # 2
Deerfield Beach, FL 33483

Vice-President, Secretary

ARTICLE 8 - INCORPORATOR

The name and address of the person signing these articles is:

Harvey H. Harling
7000 W. Palmetto Park Road
Suite 409
Boca Raton, Florida 33433

ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Richard Bergida 500 shares

George B. Wright 500 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. All unissued shares of stock must be granted with the unanimous approval, of the Board of Directors, prior to their issuance, if at all.

ARTICLE 10 - BYLAWS

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

ARTICLE 11 - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE 12 - INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE 13 - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

Any amendment hereto, and any right conferred upon the shareholders is

subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber, has executed these Articles of Incorporation this 4 day of June, 1998.

Harvey H. Harling
Harvey H. Harling, INCORPORATOR

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of June, 1998, by Harvey H. Harling, who has produced Florida DL # as identification and who did take an oath.

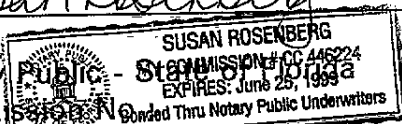
Susan Rosenberg

Name:

Notary Public -

Commission No.

My commission expires:



CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT OF
SUN & SURF SHADES, INC.

Pursuant to the provisions of section 607.0501, 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: **SUN & SURF SHADES, INC.**
2. The name and address of the registered agent and office is: Harvey H. Harling, Esquire 7000 w. Palmetto Park Road, suite 409, Boca Raton, FL 33433.

Harvey H. Harling
Harvey H. Harling

Dated: June 4, 1998

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

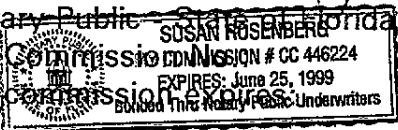
Harvey H. Harling
Harvey H. Harling

Dated: June 4, 1998

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 4th day of June, 1998, by Harvey H. Harling, who is personally known to me or, who has produced Florida Driver License # as identification and who did take an oath.

Susan Rosenberg
Name:
Notary Public - State of Florida
My Commission # CC 446224
My Commission Expires: June 25, 1999
My Commission Expires:



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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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