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FILED
98 AUG 28 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RICHARD M. SELMAN, P.A.
ROBERT I. CLAIRE, ESQUIRE, P. **
* ALSO ADMITTED IN NEW JERSEY
** CERTIFIED PUBLIC ACCOUNTANT

P 98 000076217

August 27, 1998

AIRBORNE EXPRESS

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-08/28/98--01064--018
****122.50 ****122.50

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

RE: EYETEMS INTERNATIONAL 106, INC. and
EYETEMS INTERNATIONAL 108, INC.

Dear Sir/Madam:

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

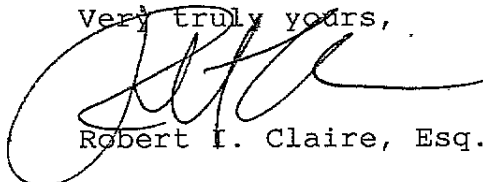
Also enclosed are two (2) checks in the amount of \$122.50 each
for filing fees as follows for each corporation:

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/checks

9/1/98

F. CHESSEY SEP 1 1998

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ARTICLES OF INCORPORATION
OF
EYETEMS INTERNATIONAL #106, INC.

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 #106, INC.
2538 N.W. 52nd Street
Boca Raton, FL 33496

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 (1000) 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 2538 N.W. 52nd Street, Boca Raton, Florida 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 Directors is one (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 addresses of the initial Director of the corporation are as follows:

Ellen Feinberg, Director	2538 N.W. 52nd Street Boca Raton, FL 33496
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ARTICLE VII

OFFICERS

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

Ellen Feinberg, President, Treasurer and Secretary	2538 N.W. 52nd Street Boca Raton, FL 33496
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ARTICLE VIII

INCORPORATORS

The name and address of each Incorporator is as follows:

Ellen Feinberg 2538 N.W. 52nd Street
Boca Raton, FL 33496

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 2nd day of March, 1998.

Ellen Feinberg
Ellen Feinberg

STATE OF FLORIDA

COUNTY OF PAVIA

The foregoing instrument was acknowledged before me this 2nd day of March, 1998, by Ellen Feinberg, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.

My commission expires:

[Signature]
NOTARY PUBLIC

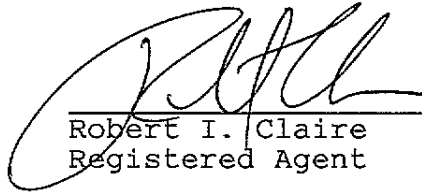


Robert Claire
MY COMMISSION # GC630247 EXPIRES
March 27, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of **EYETEMS INTERNATIONAL #106, INC.** which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of March, 1998.


Robert I. Claire
Registered Agent

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TALLAHASSEE FLORIDA