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Florida Department of State

Division of Corporations

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To:
Division of Corporations
Fax Number : (850) 922-4001

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

FLORIDA PROFIT CORPORATION OR P.A.

GOTMAR EYEWEAR, INC.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

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ARTICLES OF INCORPORATION
OF
GOTMAR EYEWEAR, INC.

FIRST : The name of the corporation is:

GOTMAR EYEWEAR, INC.

SECOND: The purposes of purposes for which the corporation is organized are to engage in any activity of business permitted under the law of the United States and of this state.

THIRD : Authorized shares : The aggregate number of shares that the corporation shall have the authority to issue is: SEVENTY FIVE HUNDRED (7500) shares of capital stock with a par value of \$ 1.00 per share.

INITIAL ISSUED : TWO THOUSAND (2000) shares of the capital stock with a par value of \$ 1.00 per share.

STATED CAPITAL : The sum of the par value of all shares of capital stock of the corporation that have been issued shall be stated capital of the corporation at any particular time.

DIVIDENS : The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the board of directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

NO CLASSES OF STOCK : The shares of the corporation are not to be divided into classes.

NO SHARE IN SERIES : The corporation is not authorized to issue shares in series.

FOURTH : The amount of capital which this corporation shall begin is not less than five hundred dollars (\$ 500,00).

FIFTH : The period of duration of the corporation is perpetual.

SIXTH : The initial street address in the state of Florida of the principal office of the corporation is : 10340 SW. 134 COURT. MIAMI, FLORIDA. 33186.

SEVENTH : The initial board of directors shall consist of (3) members who need not be residents of the state of Florida or shareholders of the corporation.

EIGHTH : The name and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until their successors shall have been elected and

Prepared By: Aulio Giron 10340 SW 134th Court Miami, FL 33186
Tel: (305)477-4013

qualified are as follows:

| NAME | | ADDRESS |
|--------------|----------------|--|
| MARGOT GIRON | PRESIDENT | 10340 SW. 134 COURT MIAMI, FL. 33186. |
| ANGELA GIRON | VICE-PRESIDENT | 10340 SW, 134 COURT MIAMI, FL. 33186. |
| GOTMAR GIRON | SECRETARY | 10340 SW, 134 COURT MIAMI FL. 33186. |

NINTH : The name and addresses of the initial subscribers are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------------|---|
| <u>MARGOT GIRON 500 SHARES</u> | <u>10340 SW. 134 COURT</u> <u>MIAMI, FL. 33186</u> |
| <u>ANGELA GIRON 500 SHARES</u> | <u>10340 SW. 134 COURT</u> <u>MIAMI, FL. 33186</u> |
| <u>GOTMAR GIRON 500 SHARES</u> | <u>10340 SW. 134 COURT</u> <u>MIAMI, FL. 33186</u> |
| <u>AULIO GIRON 500 SHARES</u> | <u>10340 SW. 134 COURT</u> <u>MIAMI, FL. 33186</u> |

TENTH : Three-fourths of the stockholders of the corporation shall be required for any shareholder action.

ELEVENTH : The shareholders shall have the power to adopt, amend, alter, change or repel the certificate of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of the common stock.

TWELFTH : The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions that shall be fixed by the board of directors, such as the shares of the stock of this corporation as may be issued for money from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder all shares of common stock currently authorized and issued.

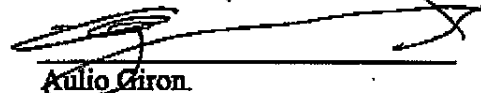
THIRTEENTH : The shareholders of this corporation shall be allowed to vote their shares accumulatively so as to give one candidate as many votes as the numbers of directors to be elected multiplied by the number of his or her shares, to distribute them among as many candidates as he or she may wish. Notice must be given by any shareholder to the President or Vice-President of said corporation not less than twenty four hours prior to the time set for the holding of a shareholders meeting for the elections of directors that said shareholder intend to accumulate his or her vote at said election.



IN WITNESS WHEREOF, the undersigned have here unto subscribed these articles of incorporation at Miami, Dade County, Florida on this 16th day of December 1998.


Margot Giron


Angela Giron


Gotmar Giron


Aulio Giron


 **RICARDO J. MUNOZ**
My Commission CC447474
Expires Mar. 22, 1999
Bonded by HAI
800-422-1555

STATE OF FLORIDA


COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared :

MARGOT GIRON
ANGELA GIRON
GOTMAR GIRON
AULIO GIRON

Who are to be well know to be the persons described in an who suscribed the above articles of incorporation, and they did freely and voluntarily acknowledge to and before me according to law, that they made and suscribed the same for the uses and purposes therein mentioned at set forth.

IN WITNESS WHEREOF, I have here-unto set my hand official seal at Miami, Dade County, Florida this 10th day of December, 1998.


NOTARY PUBLIC

My commision expires:



ISIDORO J MUNOZ
My Commission CC447474
Expires Mar. 22, 1999
Bonded by HAI
800-422-1666

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 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:

GOTMAR EREWELL INC

2. The name and address of the registered agent and office is:

AVLIO GIRON 10340 SW 134 COURT
(P.O. BOX NOT ACCEPTABLE)
MIAMI FL 33186
(CITY/STATE/ZIP)

SIGNATURE [Signature]

TITLE INCORPORATOR

DATE 12/16/98

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.

SIGNATURE [Signature]

DATE 12/16/98

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