



**THE UNITED STATES
CORPORATION
COMPANY**

P 99000003434

ACCOUNT NO. : 072100000032

REFERENCE : 095939 4303929

AUTHORIZATION : *Patricia Pizit*

COST LIMIT : \$78.75

ORDER DATE : January 12, 1999

ORDER TIME : 1:50 PM

100002738391--7

ORDER NO. : 095939-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: SHADESCOM, INC.

EFFECTIVE DATE: ---

XX ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX (1) CERTIFIED COPY
- XX (1) PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS:

ga 11/12/99

RECEIVED
99 JAN 12 PM 2:23
DIVISION OF CORPORATION

FILED
99 JAN 12 PM 6:08
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF INCORPORATION

OF

SHADESCOM, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 12 PM 6:08

ARTICLE I

The name of the corporation is Shadescom, Inc. (the "Corporation").

ARTICLE II

The address of the principal office and the mailing address of the Corporation is c/o Sunglass Hut Corporation, 255 Alhambra Circle, Penthouse Floor, Miami, Florida 33134.

ARTICLE III

This Corporation shall have authority to issue One Thousand (1,000) shares of Common Stock having a par value of \$0.01 per share.

ARTICLE IV

The Corporation shall hold a special meeting of shareholders only:

- (1) On call of the Board of Directors or persons authorized to do so by the Corporation's Bylaws; or
- (2) If the holders of not less than 50 percent of all votes entitled to be cast on any issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Corporation's secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

ARTICLE V

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE VI

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.


ARTICLE VII

The name of the Incorporator is Jason Meek and the address of the Incorporator is 1221 Brickell Avenue, 22nd Floor, Miami, Florida 33131.

ARTICLE VIII

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 1st day of January, 1999.


Jason Meek, Incorporator

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of SHADESCOM, INC. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

CORPORATION SERVICE COMPANY


as Agent for the Registered Agent

Karen B. Rozar, Asst. Sec.
Corporation Service Company

Dated: January 12, 1999

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99 JAN 12 PM 6:08