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March 1999

Secretary of State
Division of Corporations
Bureau of Corporate Records
P.O. Box 6327
Tallahassee, Florida 32314

200002793962--6
03/04/99-01024-002
*****70.00 *****70.00

Re: EYES CREAM SHADES, INC.

Gentlemen:

Enclosed are the original and one copy of the Articles of Amendment for the above-captioned Florida corporation. Also enclosed is a check in the amount of \$70.00 to cover the filing fee.

Please file the enclosed articles and a copy stamped filed to the undersigned.

Thank you.

Very truly yours,

David R. Ellis

David R. Ellis

DRE:jwb

Enclosures

FILED
99 MAR -4 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SD 3/9

**ARTICLES OF INCORPORATION
OF
EYES CREAM SHADES, INC.**

FILED
99 MAR -4 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby undertakes to form a Corporation for Profit under the Laws of the State of Florida.

ARTICLE I - NAME

The name of the Corporation shall be:
EYES CREAM SHADES, INC.

ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is: 10,000 shares of common stock with a par value of \$1.00 per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is to be:

1800 Ben Franklin Drive, Unit A405
Sarasota County
Sarasota, FL 34236

and the name of the initial registered and resident agent of this Corporation at that address is Faith J. Smith.

ARTICLE V - ADDRESS

The initial street address of the principal office of the Corporation is to be:

1800 Ben Franklin Drive, Unit A405
Sarasota County
Sarasota, FL 34236

The Board of Directors may from time to time designate such other address and place for the principal office of this Corporation as it may see fit.

ARTICLE VI - DIRECTOR

The name and street address of the first Board of Directors who shall hold office until his successors are elected and have qualified are as follows:

Faith J. Smith
1800 Ben Franklin Drive, Unit A405
Sarasota, FL 34236

ARTICLE VII - INCORPORATOR

The name and street address of the Incorporator of these Articles are as follows:

Faith J. Smith
1800 Ben Franklin Drive, Unit A405
Sarasota, FL 34236

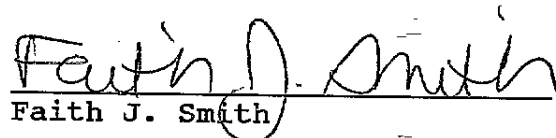
ARTICLE VIII - EFFECTIVE DATE

These Articles of Incorporation shall be effective on receipt at the Secretary of State's office.

ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

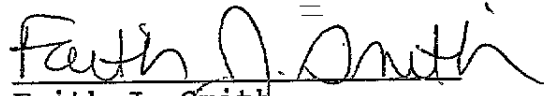
IN WITNESS WHEREOF, the undersigned Incorporator of this Corporation has executed these Articles of Incorporation on 3-1-99.


Faith J. Smith

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping open such office.

Date: 3-1-99


Faith J. Smith

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99 MAR -4 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA