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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 409  
Boca Raton, FL 33433  
Tel. (561) 479-2515  
Fax. (561) 416-9295

March 11, 1999

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

000002810540--1  
-03/18/99--01059--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

**Attention: Secretary of State**

**Reference: Incorporation of Planet Sun, 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. We have enclosed a prepared self addressed stamped envelope 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  
99 MAR 18 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PH  
3/24/99 ✓

**ARTICLES OF INCORPORATION**  
**OF**  
**PLANET SUN, INC.**

FILED  
99 MAR 18 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1 - NAME AND PRINCIPAL OFFICE**

The name of this corporation is **PLANET SUN, INC.** The Address of the principal office is 1715 s. Federal Highway, Delray Beach, FL 33483.

**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 operating a business for providing, dispensing and selling eyeglasses, lenses, frames, and related products and services 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, Florida 33433 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 one director initially. The number of directors may be increased from time to time by the bylaws but shall never be less than one. The

name and address of the initial director of this corporation is:

RICHARD BERGIDA  
1715 S. Federal Highway  
Delray Beach, FL 33483

Director

#### **ARTICLE 7 - FIRST BOARD OF DIRECTORS AND OFFICERS**

The name and street address 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

Director, President  
Secretary, Treasurer

#### **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, FL 33433.

#### **ARTICLE 9 - RESTRICTIONS ON TRANSFER OF STOCK**

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

RICHARD BERGIDA

1,000 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 11 day of March, 1999.

  
HARVEY H. HARLING

**STATE OF FLORIDA**

**COUNTY OF PALM BEACH**

The foregoing instrument was acknowledged before me this 11 day of

September, 1998 by Harvey H. Harling, who is personally known to me or who has shown \_\_\_\_\_ as identification, and who did take an oath.

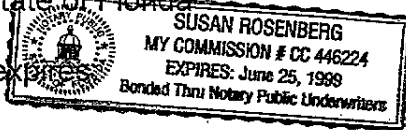
*Susan Rosenberg*

Name: *Susan Rosenberg*

Notary Public - State of Florida

Commission No.

My commission expires



**CERTIFICATE OF DESIGNATION AND**  
**ACCEPTANCE OF REGISTERED AGENT OF**  
**PLANET SUN, 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: **PLANET SUN, INC.**
2. The name and address of the registered agent and office is: **HARVEY H. HARLING, 7000 West Palmetto Park Road, Suite 409, Boca Raton, Florida 33433.**

*Harvey H. Harling*  
HARVEY H. HARLING  
Incorporator

Dated: 3-11-99

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

Dated: 3/11/99

STATE OF FLORIDA

COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11 day of March, 1999 by Harvey H. Harling, who is personally known to me and who did take an oath.

  
Name: Susan Rosenberg  
Notary Public: State of Florida  
Commission No. OC 446224  
My commission expires: June 25, 1999  
Bonded thru Notary Public Underwriters

99 MAR 18 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED