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Admitted to Practice in
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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
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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
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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
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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.

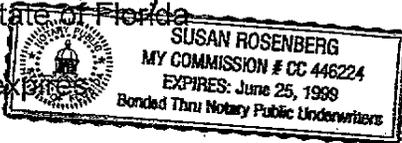
Susan Rosenberg

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
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.

Susan Rosenberg
Name: *Susan Rosenberg*
Notary Public: State of Florida
Commission No. *EDGAR ROSENBERG*
My commission expires: *MY COMMISSION # CC 446224*
EXPIRES June 25, 1999
Bonded thru Notary Public Underwriters

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

FILED