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Division of Corporations

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EFFECTIVE DATE

4-7-99

From: Account Name : RICARDO MARTINEZ-CID, P.A.
Account Number : 076640001666
Phone : (305)859-7494
Fax Number : (305)858-2513

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

PAOCOM INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

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EFFECTIVE DATE
4-7-99

FLORIDA BAR NO. 157029 / AUDIT NUMBER: HH9900000 8792 6

**ARTICLES OF INCORPORATION
PAOCOM INC.**

Article I - Name

The name of this corporation is PAOCOM INC.

Article II - Purpose

This corporation is organized to invest in the quality eye wear and lens business, and for all other lawful businesses.

Article III - Capital Stock

This corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 (\$1.00) Dollar par value common stock.

Article IV - Preemptive Rights

Every shareholder, upon the sale for cash of any new common stock of this corporation, shall have the right to purchase his pro-rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article V - Initial Principal, Registered Office and Agent

The initial principal address of this corporation is Paulino Diaz-Asper of 1407 Coral Way, Miami, Florida 33145. The name of the initial Registered Agent of this corporation is Paulino Diaz-Asper of 1407 Coral Way, Miami, Florida 33145.

Article VI - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may either increase or diminish from time to time by the by-laws, but shall never be less than one (1). The initial two (2) directors of this corporation are Paulino Diaz-Asper, of 1407 Coral Way, Miami, Florida 33145, and Odalys Diaz-

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Asper, also of 1407 Coral Way, Miami, Florida 33145, who shall also serve respectively as the initial president, and vice-president/treasurer/secretary of the corporation.

Article VII - Incorporator

The name and address of the person signing these Articles is Paulino Diaz-Asper of 1407 Coral Way, Miami, Florida 33145.

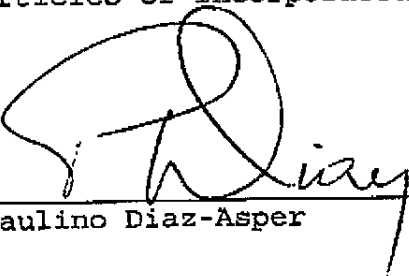
Article VIII - Beginning of Corporate Existence

This corporation shall begin its corporate existence five (5) days before these articles are filed with the State of Florida, Secretary of State.

Article IX - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

IN WITNESS WHEREOF, the undersigned incorporated has executed these Articles of Incorporated, this April 13, 1999.



Paulino Diaz-Asper


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STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared Paulino Diaz-Asper, who provided his Florida Driver's license as identification, and he acknowledged before me that he executed the foregoing articles of incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this April 13, 1999.



NOTARY PUBLIC
STATE OF FLORIDA



Nora Cabrera
MY COMMISSION # 00882748 EXPIRES
JUNE 3, 2001
BONDED THROUGH THE FAIR INSURANCE, INC.

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CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

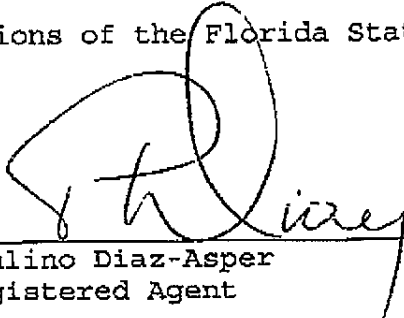
That PAOCOM INC., desiring to organize under the laws of the State of Florida, which will have its principal office in the State of Florida, County of Miami-Dade, has named Paulino Diaz-Asper, located at 1407 Coral Way, Miami, Florida 33145, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named by the first Board of Directors of

PAOCOM INC.

to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in the capacity of Registered Agent for said corporation, and agree to comply with the applicable provisions of the Florida Statutes this April 13, 1999.


Paulino Diaz-Asper
Registered Agent

Prepared by: Ricardo Martinez-Cid
1699 Coral Way, Suite 510, Miami, Florida 33145
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