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99 MAY -5 AM 1:49

ACCOUNT NO. : 072100000032
REFERENCE : 223005 7138741

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUTHORIZATION :
COST LIMIT : \$ 70. Patricia Pizut

ORDER DATE : ~~April 29, 1999~~ 5-5-99

ORDER TIME : 2:21 PM

ORDER NO. : 223005-005

CUSTOMER NO: 7138741

800002863738--9

CUSTOMER: Mr. Daniel S. Friebis
MR. DANIEL S. FRIEBIS
MR. DANIEL S. FRIEBIS
Suite B-1
3890 Turtle Creek Drive
Port Orange, FL 32127

DOMESTIC FILING

NAME: DOLLY'S SUNGLASSES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

PH
5/8/99 ✓

RECEIVED
99 MAY -5 PM 12:11
DIVISION OF CORPORATION

FILED

99 MAY -5 AM 1:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DOLLY'S SUNGLASSES, INC.

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

DOLLY'S SUNGLASSES, INC.

The address of the principal office of this corporation shall be 5 Rocky Creek Trail, Ormond Beach, Florida 32174, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having no par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 3890 Turtle Creek Drive, #B-1, Port Orange, Florida 32127, and the name of the initial registered agent of the corporation at that address is Daniel S. Friebis.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have one Director, initially. The name and address of the initial member of the Board of Directors are:

Darlyne McKeand

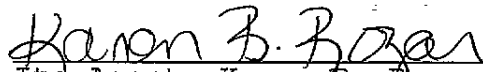
5 Rocky Creek Trail
Ormond Beach, Florida 32174

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation:

The Company Corporation
1013 Centre Road
Wilmington, Delaware 19805

The undersigned incorporator has executed these Articles of Incorporation on April 29, 1999.



Its Agent, Karen B. Rozar
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN THE ARTICLES OF INCORPORATION

Daniel S. Friebis, an individual residing in this state, having a business office identical with the registered office of the corporation named below, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of:

DOLLY'S SUNGLASSES, INC.

Daniel S. Friebis is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By: 

Typed Name: Daniel S. Friebis