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Address		Florida	32301	,	
City	State	Zip		Phone 22-1092	

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W.P. Verifier		alc.l

STATE OF FLORIDA

ARTICLES OF INCORPORATION

OF

POLAROID EYEWEAR DISTRIBUTORS, INC.

The corporate name that satisfies the requirements of section 607.0401 is: POLAROID EYEWEAR DISTRIBUTORS, INC.

SECOND: The address of the principal office, if known, and the mailing address of the corporation is:

> 2 Sunrise Blvd. Ormond Beach, Fl. 32174

The number of shares the corporation is authorized to issue is One Million five hundred thousand (1,500,000) shares of common stock at par value of (.01).

The street address of the initial registered office of the corporation is: 2 Sunshine Blvd., Ormond Beach, Fl. 32174, and the name of its initial registered agent at such is: C. Duke Landorf.

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as initial directors are:

Mark A. Ascik 2 Sunshine Blvd. Ormond Beach, Fl. 32174 DAN S. HALL Richard Banker. 2 Sunshine Blvd. Ormond Beach, Fl. 32174

C. Duke Landorf 2 Sunshine Blvd. Ormond Beach, Fl. 32174

SIXTH: The name and address of each incorporator is:

C. Duke Landorf 2 Sunshine Blvd. Ormond Beach, Fl. 32174

The undersigned has executed these Articles of Incorporation on this 30 thday of April, 1999.

(FL - 1959 - 12/29/92)

-1- .

Acceptance by the registered agent as required in section 607-0501 (3) F.S.: C. Duke Landorf is familiar with and accepts the obligations provided for in section 607.0505.

Dated 30 Adday of April, 1999.

C. Duke Landorf

99 MAY -7 PM 3: 58
SECRETARY OF STATE