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FLORIDA DEPARTMENT OF STATE Katherine Harris Secretary of State

November 2, 1999

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TALLAHASSEE, FL

SUBJECT: POLAROID EYEWEAR DISTRIBUTORS, INC.

Ref. Number: P99000041826

We have received your document for POLAROID EYEWEAR DISTRIBUTORS, INC. and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette Document Specialist

Letter Number: 799A00052444

Please date filing for Nov. 2, 1999

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DEPARTMENT OF STATE OF STATE

ARTICLES OF AMENDMENT

OF

POLAROID EYEWEAR DISTRIBUTORS, INC.

Pursuant to Section 607.1006 of the Florida Business Corporation Act, the undersigned corporation adopts these Articles of Amendment.

First: The name of the corporation is Polaroid Eyewear Distributors, Inc.

Second: The Articles of Incorporation of this corporation are amended by changing the Articles numbered First and Fifth so that, as amended, said articles shall read as follows:

First: The corporate name that satisfies the requirements of section 607.0401 is: Capo Holdings, Inc.

Fifth: The name of directors constituting the board of directors of the corporation is three (3) and the names and addresses of the person who are to serve as directors are:

Mark A. Ascik 2 Sunshine Blvd. Ormond Beach, FL 32174

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

John M. Hewitt III 2 Sunshine Blvd. Ormond Beach, FL 32174

Third: The amendments to the Articles of Incorporation of the corporation set forth above were adopted on October 29, 1999.

Fourth: Prior to the issuance of shares, the amendments were adopted by the incorporator and shareholder action was not required.

Signed on October 29, 1999

Polaroid Eyewear Distributors, Inc.

C. Duke Landorf, Incorporate