

Division of Corporations

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P99000043101

Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

Sunglass Planet, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

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Audit # H99000011275
**ARTICLES OF INCORPORATION
OF
SUNGLASS PLANET, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms
a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is:

Sunglass Planet, Inc.

The mailing address and street address of the Corporation are:

**2600 West Grand Reserve
Clearwater, FL 33759**

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of
these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The corporation shall have the power:

- (a) To have perpetual succession by its corporate name;
- (b) To sue and be sued, complain, and defend in its corporate name;

This form was prepared with the assistance
of CourtAccess Centers of America, a
non-lawyer located at 707 E Kennedy Blvd.
Tampa, FL 33602 (813)-223-1188

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- (k) To elect directors and appoint officers, employees, and agents of the Corporation and define their duties, fix their compensation, and lend them money and credit;
- (l) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporation;
- (m) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (n) To transact any lawful business that will aid governmental policy;
- (o) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees and agents and for any or all of the current or former directors, officers, employees and agents of its subsidiaries;
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder; and
- (q) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity;
- (r) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation;

ARTICLE V
Capital Stock

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

2600 West Grand Reserve
Clearwater, FL 33759

and the name of its registered agent at such address is:

Gualtiero Mariani

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ARTICLE VII
Initial Board of Directors

This Corporation shall have One director(s) initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The name and address of the initial directors of this Corporation is:

Name and Address

Gualtierio Mariani, President
2600 West Grand Reserve
Clearwater, FL 33759

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

Name and Address

Gualtierio Mariani
2600 West Grand Reserve
Clearwater, FL 33759

ARTICLE IX
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

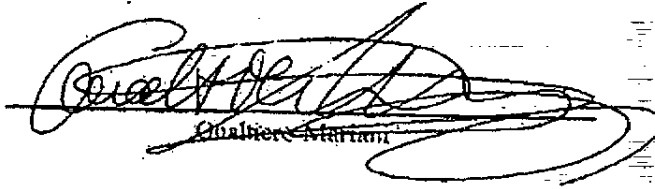
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this day, Tuesday, May 11, 1999.


Gualtierio Mariani

Audit # H99000011275

ACCEPTANCE BY REGISTERED AGENT

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.

Date: May 11, 1999
Qualiere Marianne

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