

State of Idaho

Department of State.

CERTIFICATE OF INCORPORATION OF

J. R. Optics, Inc.

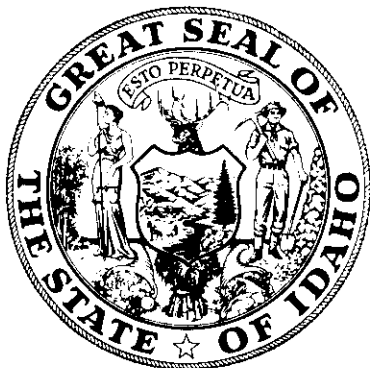
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

J. R. Optics, Inc.

duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: March 1, 1982



Pete T. Cenarrusa

SECRETARY OF STATE

by: _____

ARTICLES OF INCORPORATION
OF
J.R. OPTICS, INC.
An Idaho Corporation

1. The name of the corporation is :
J.R. OPTICS, INC.
2. The purpose for which this corporation is formed is:
 - (a) Primarily to engage in all aspects of activity concerning the manufacture and sale of eyeglass frames, and;
 - (b) To engage in any business related or unrelated to that described in clause (a) of this Article that is from time to time authorized by the Board of Directors of the corporation;
 - (c) To act as partner or joint venturer or in any other legal capacity in any transaction;
 - (d) To do business anywhere in the world;
 - (e) To have and exercise all rights and powers from time to time granted a corporation by law.

The above clauses shall not be limited by reference to or inference from one another, but each purpose clause shall be construed as a separate statement conferring independent purposes and powers upon the corporation.

3. The principal office for the transaction of the business of the corporation is located in the State of Idaho, in the County of Ada.

4. (a) The number of directors of this corporation are three (3)
- (b) The names and addresses of the persons who are appointed to act as first directors are:


<u>NAME</u>	<u>ADDRESS</u>
JAMES R. WHIPPLE	3739 N. 39th St. Boise, Idaho, 83706
GREGG A. WHIPPLE	10100 Santa Monica Bl. Suite 940 Los Angeles, CA 90067
TERESA L. WHIPPLE	5212 Lubao Ave. Woodland Hills, CA 91364


- (c) The authorized number of directors of this corporation may be changed from time to time by the due adoption of or amendment by the By-Laws of this corporation.
5. This corporation is authorized to issue only one class of stock, which shall be designated common stock. The total number of shares of common stock that this corporation is authorized to issue is 5000 shares. The aggregate per value of these shares is \$5,000 and the per value of each is \$1.00. No distinction shall exist among the shares of this corporation or the rights of the respective holders of the shares.
6. The period of the duration of this corporation is to be perpetual.
7. The address of the initial registered office of this corporation in Idaho is 3739 N. 39 St., Boise, Idaho 83706. The name of the initial registered agent of this corporation is James R. Whipple and his address is 3739 N. 39 St. Boise, Idaho 83706.

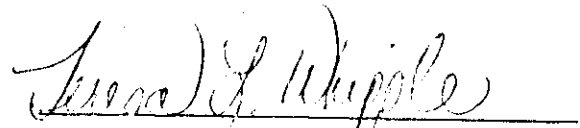
IN WITNESS WHEREOF, the undersigned and above named first directors of the corporation have executed these Articles of Incorporation.

Dated:

8/15/82


JAMES R. WHIPPLE


GREGG A. WHIPPLE


TERESA L. WHIPPLE

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On 15 day of Feb., 1982, before me, a Notary Public in and for said County and State, personally appeared TERESA L. WHIPPLE, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that she executed the same.

WITNESS my hand and official seal the day and year first
above written.



Joy H. Haley
Notary Public in and for
said County and State

SEAL

STATE OF CALIFORNIA)
)
) SS
COUNTY OF LOS ANGELES)

On 15 of Feb., 1982, before me, a Notary Public in and for said County and State, personally appeared GREGG A. WHIPPLE, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation and acknowledged to me that he executed the same.

WITNESS my hand and official seal the day and year first
above written.



Leroy H. Halsey
Notary Public in and for
said County and State

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

On 15 day of Feb., 1982, before me, a
Notary Public in and for said County and State, personally
appeared JAMES R. WHIPPLE, known to me to be the person
whose name is subscribed to the foregoing Articles of
Incorporation and acknowledged to me that he executed the
same.

WITNESS my hand and official seal the day and year first
above written.



Troy H. Haley
Notary Public in and for
said County and State