

CERTIFICATE OF LIMITED PARTNERSHIP

OF

FOSTER GRANT GROUP, L.P.

This Certificate of Limited Partnership of FOSTER GRANT GROUP, L.P. (the "Limited Partnership") is being executed by the undersigned for the purpose of forming a limited partnership pursuant to the Delaware Revised Uniform Limited Partnership Act.

1. The name of the limited partnership is: Foster Grant Group, L.P.

2. The address of the registered office of the limited partnership in Delaware is 32 Loockerman Square, Suite L-100, Dover, Delaware 19904. The limited partnership's registered agent at that address is The Prentice-Hall Corporation System, Inc.

3. The names and addresses of the general partner is:

NAME	ADDRESS
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Bonneau General, Inc.	32 Loockerman Square, Suite L-100 Dover, Delaware 19904

IN WITNESS WHEREOF, the undersigned, constituting all of the general partners of the Partnership, have caused this Certificate of Limited Partnership to be duly executed as of the 23rd day of December, 1994.

BONNEAU GENERAL, INC.

By: /S/ Peter H. Trembath

Name: Peter H. Trembath
Title: Secretary