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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Alcon Refractive Horizons, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$70.00

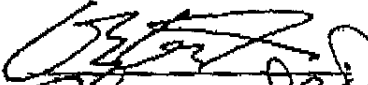
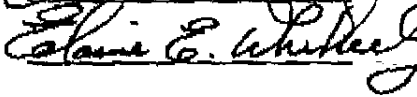
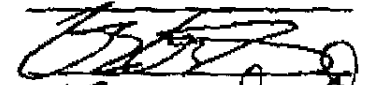
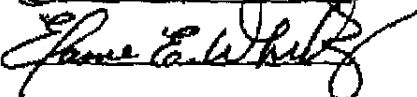
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merger
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Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual & Title</u>
Alcon RefractiveHorizons, Inc.		Gareth E. Glaser, V.P., U.S. Taxes and Associate General Tax Counsel
Alcon RefractiveHorizons, Inc.		Elaine E. Whitbeck, General Counsel, Vice President and Secretary
Refractive Solutions, Inc.		Gareth E. Glaser, Vice President
Refractive Solutions, Inc.		Elaine E. Whitbeck, Vice President and Secretary

PLAN OF MERGER
 (Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Alcon RefractiveHorizons, Inc.</u>	<u>Delaware</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Refractive Solutions, Inc.</u>	<u>Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Agreement of Merger which has been attached hereto as Exhibit "A" and made a part hereof.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, F.S. would be entitled to vote and who dissent from the merger pursuant to section 607.1320, F.S., may be entitled, if they comply with the provisions of chapter 607 regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Agreement of Merger which has been attached hereto as Exhibit "A" and made a part hereof.

EXHIBIT "A"

AGREEMENT OF MERGER

of

Refractive Solutions, Inc., a Florida Corporation

into

Alcon RefractiveHorizons, Inc., a Delaware Corporation

This Agreement of Merger (hereinafter called "Agreement") dated this 28th day of ~~November~~, 2003, pursuant to Section 252 of the Delaware General Corporation Law, is by and between Refractive Solutions, Inc., a Florida corporation organized and existing under the laws of the state of Florida (hereinafter referred to as "Refractive Solutions") and Alcon RefractiveHorizons, Inc., a corporation organized and existing under the laws of the state of Delaware (hereinafter referred to as "Alcon"). These two parties are herein referred to collectively as the "Merging Corporations,"

WITNESSETH that:

WHEREAS, Refractive Solutions wishes to change its name and the state of its domicile by merger into Alcon, which is incorporated in the state of Delaware; and

WHEREAS, the Merging Corporations desire to merge into a single corporation; and

WHEREAS, said Alcon, by its Certificate of Incorporation which was filed in the office of the Secretary of the State of Delaware on November 13, 2003, has an authorized capital stock consisting of 100,000,000 shares of Common Stock of par value of \$0.01 each, amounting in the aggregate to \$1,000,000 of which stock 1,000 shares are now issued and outstanding; and

WHEREAS, said Refractive Solutions, a corporation organized under the laws of the state of Florida by its Articles of Incorporation, a copy of which was filed in the office of the Secretary of State of Florida on July 16, 1986, has an authorized capital stock consisting of 1,000 shares of Common Stock of par value of \$1.00 each, amounting in the aggregate to \$1,000 of which stock 100 shares are now issued and outstanding; and

NOW, THEREFORE, the Merging Corporations have agreed, and do hereby agree, each with the other in consideration of the premises and the mutual agreements, provisions, covenants and grants herein contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

ARTICLE I

Refractive Solutions and Alcon hereby merge with and into each other with Alcon being the surviving corporation.

ARTICLE II

The Certificate of Incorporation of Alcon, as heretofore amended and is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving this merger.

ARTICLE III

The authorized capital stock of the foreign corporation which is a party to the merger is as follows:

Corporation	Class	Number of Shares	Par value per share
Refractive Solutions, Inc.			
	Common	1,000	\$1.00

ARTICLE IV

The manner of converting the outstanding shares of the capital stock of each of the Merging Corporations into shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of Common Stock of the surviving corporation, which shall be issued and outstanding on the effective date of this Agreement, shall remain issued and outstanding.**
- (b) Each share of common stock of the merged corporation which is owned by the surviving corporation and which is outstanding immediately prior to the effective date of the merger shall, by virtue of the merger and without any action on the part of the surviving corporation, be retired and cease to exist, and the**

surviving corporation shall not be entitled to any consideration therefore.

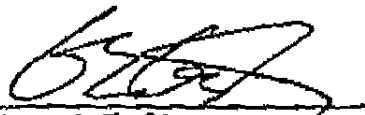
ARTICLE V

The terms and conditions of the merger are as follows:

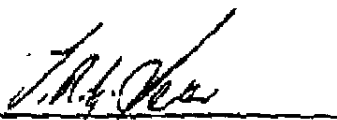
- (a) The By-laws of the surviving corporation as they shall exist on the effective date of this Agreement shall be and remain the By-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective upon filing with the Secretary of State of Delaware.
- (d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Refractive Solutions shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. Upon the merger becoming effective, the surviving corporation shall assume the liabilities and obligations of the merged corporation. Refractive Solutions hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

IN WITNESS WHEREOF, this Agreement of Merger, having first been duly approved by the respective Board of Directors of Refractive Solutions, Inc. and Alcon Refractive Horizons, Inc. is hereby executed on behalf of each of said corporations by their respective officers thereunto authorized this 28th day of November, 2003.

REFRACTIVE SOLUTIONS, INC.

By: 
Gareth E. Glaser
Its: Vice President, U.S. Taxes
and Associate General
Tax Counsel

ALCON REFRACTIVE HORIZONS, INC.

By: 
T.R.G. Sear
Its: Chairman of the Board,
Chief Executive Officer and
President