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MERGER OR SHARE EXCHANGE

FGX International Inc.

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12/31/06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MAGNIVISION ACQUISITION CORPORATION
WITH AND INTO
FGX INTERNATIONAL INC.

December 27, 2006

Pursuant to the provisions of Sections 607.1104, 607.1105 and 607.1107 of the Florida Business Corporation Act, the undersigned hereby certify that:

1. Magnivision Acquisition Corporation, a Florida corporation (the "Merging Corporation") shall be merged with and into FGX International Inc., a Delaware corporation (the "Surviving Corporation") which shall be the Surviving Corporation (such merger, the "Merger").

2. The Agreement and Plan of Merger, dated as of December 27, 2006, by and between the Surviving Corporation and the Merging Corporation, pursuant to which the Merger was approved and a copy of which is attached hereto as Exhibit A, was executed and adopted by the Merging Corporation and the Surviving Corporation in accordance with Section 607.1104 of the Florida Business Corporation Act and Section 253 of the Delaware General Corporation Law, and approved by joint unanimous written consent, dated December 27, 2006, of the sole shareholder and board of directors of the Merging Corporation and unanimous written consent, dated December 27, 2006, of the board of directors of the Surviving Corporation.

3. The effective date of the Merger shall be December 31, 2006.

4. The address of the principal office of the Surviving Corporation is 500 George Washington Highway, Smithfield, Rhode Island 02917.

5. The Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the Merging Corporation. The Surviving Corporation agrees to promptly pay the dissenting shareholders of the Merging Corporation the amount, if any, to which such dissenting shareholders are entitled under Section 607.1302 of the Florida Business Corporation Act.

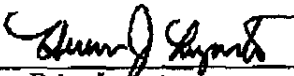
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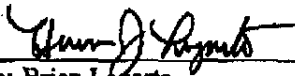
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IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the Merging Corporation and the Surviving Corporation by their respective authorized officers as of the date first above written.

Magnivision Acquisition Corporation, a Florida corporation

By: 
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

FOX International Inc., a Delaware corporation

By: 
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

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Exhibit A

Agreement and Plan of Merger

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AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan") is made and entered into on December 27, 2006, by and between FGX International Inc., a Delaware corporation ("FGX"), and Magnivision Acquisition Corporation, a Florida corporation ("Magnivision").

WITNESSETH

WHEREAS, Magnivision is a wholly-owned subsidiary of FGX, whereby FGX owns 100% of the outstanding capital stock of Magnivision; and

WHEREAS, Section 252 of the Delaware General Corporation Law (the "DGCL") authorizes the merger of a foreign corporation with a Delaware corporation and Section 607.1107 of the Florida Business Corporation Act, as amended (the "FBCA") authorizes the merger of a Florida corporation with a foreign corporation; and

WHEREAS, Section 253 of the DGCL authorizes a parent corporation owning at least 90% of the shares of a corporation to merge any such corporation with any other such corporation and Section 607.1104 of the FBCA authorizes a parent corporation owning at least 80% of the shares of a corporation to merge, any such corporation with another such corporation; and

WHEREAS, FGX and Magnivision now desire to merge (the "Merger"), following which FGX shall be the surviving corporation; and

WHEREAS, the Board of Directors of FGX and Magnivision have approved the provisions of this Plan and the consummation of the Merger; and

WHEREAS, the stockholders of Magnivision have approved the provisions of this Plan and the consummation of the Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and of the agreements, covenants and provisions hereinafter contained, and intending to be legally bound, FGX and Magnivision hereby agree as follows:

1. MERGER. Subject to the terms and conditions of this Plan, at the Effective Time as defined in Section 7 of this Plan, Magnivision shall be merged with and into FGX in accordance with Section 607.1104 and 607.1107 of the FBCA and Section 253 of the DGCL and any other applicable provisions of law. The separate corporate existence of Magnivision shall thereupon cease and FGX shall be the surviving corporation.

2. EFFECT OF MERGER. Upon the Effective Time (as defined below), FGX and Magnivision shall become a single Delaware corporation, the separate existence of Magnivision shall cease, and in accordance with Section 259 of the DGCL and Section 607.1106 of the FBCA, all of the rights, privileges and powers of each of FGX and Magnivision, and all

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property, real, personal and mixed, and all debts due to FGX and/or Magnivision, as well as all other things and causes of action belonging to each of FGX and Magnivision, shall be vested in FGX as the surviving corporation, and shall thereafter be the property of FGX as the surviving corporation as they were of each of FGX and Magnivision, and the title to any real property vested by deed or otherwise, under the laws of the State of Delaware and the State of Florida, in either FGX or Magnivision shall not revert or be in any way impaired by reason of the DGCL or the FBCA; but all rights of creditors and all liens upon any property of FGX and/or Magnivision shall be preserved unimpaired, and all debts, liabilities and duties of each of FGX and Magnivision shall thenceforth attach to FGX as the surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

3. CERTIFICATE OF INCORPORATION, BYLAWS AND DIRECTORS AND OFFICERS.

(a) The Certificate of Incorporation and Bylaws of FGX in effect immediately prior to the Effective Time shall not be amended in any respect by reason of the Merger and said Certificate of Incorporation and Bylaws shall be the Certificate of Incorporation and Bylaws of FGX, as the surviving corporation, unless and until amended in accordance with their terms and applicable law.

(b) On and after the Effective Time, until changed in accordance with the Certificate of Incorporation and Bylaws of FGX, (i) the directors of FGX shall be the directors of FGX immediately prior to the Effective Time; and (ii) the officers of FGX shall be the officers of FGX immediately prior to the Effective Time.

4. MANNER AND BASIS OF CONVERTING SHARES. As a result of the Merger, (i) each share of FGX common stock issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding and shall constitute the only shares of capital stock of FGX issued and outstanding immediately after the Effective Time and (ii) each share of Magnivision common stock issued and outstanding immediately prior to the Effective Time shall be cancelled.

5. EXPENSES OF THE MERGER. FGX, as the surviving corporation, shall pay all expenses of carrying this Plan into effect and accomplishing the Merger herein provided for.

6. FURTHER ASSIGNMENT OR ASSURANCE. If at any time FGX, as the surviving corporation, shall consider or be advised that any further assignment, conveyance or assurance is necessary or advisable to carry out any of the provisions of this Plan, the proper representatives of Magnivision as of the Effective Time shall do all things necessary or proper to do so.

7. EFFECTIVE TIME. After satisfaction or, to the extent permitted hereunder, waiver of all conditions to the Merger, FGX, which shall be the surviving corporation of the Merger, shall file a Certificate of Ownership and Merger, substantially in the form attached hereto as Exhibit A (the "Certificate of Merger"), with the Secretary of State of the State of Delaware and Articles of Merger, substantially in the form attached hereto as Exhibit B (the

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"Articles of Merger"), with the Secretary of Stats of the State of Florida and make all other filings or recordings required by Delaware and/or Florida law in connection with the Merger. The Merger shall become effective on December 31, 2006 (the "Effective Time").

8. TERMINATION AND AMENDMENT. Anything in this Plan or elsewhere to the contrary notwithstanding, this Plan and the Merger contemplated hereby may be abandoned either by FGX or Magnivision, by an appropriate act of a duly authorized representative thereof, at any time prior to the Effective Time. This Plan may be amended in any respect by the mutual agreement of FGX and Magnivision with such approvals as the DGCL and the FBCA may require.

9. DESCRIPTIVE HEADINGS. The descriptive section headings of this Plan are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

10. GOVERNING LAW. This Plan shall be construed in accordance with and governed by the laws of the State of Delaware, without giving effect to principles of conflicts of law.

11. COUNTERPARTS. This Plan may be signed in any number of counterparts, each of which shall be an original, with the same effects as if the signatures thereto and hereto were upon the same instrument. This Plan shall become effective when each party hereto shall have received the counterpart hereof signed by the other party hereto.

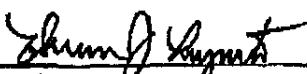
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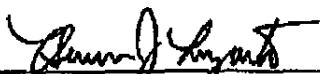
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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first-above written.

MAGNIVISION ACQUISITION CORPORATION

By: 
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

FGX INTERNATIONAL INC.

By: 
Name: Brian Lagarto
Title: CFO, Treasurer & Secretary

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EXHIBIT A

Certificate of Merger

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EXHIBIT B

Articles of Merger

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