

P96000026082



ACCOUNT NO. : 072100000032

REFERENCE : 081278 1579E

AUTHORIZATION :

COST LIMIT :

\$ 113.75

Patricia Pignatelli

ORDER DATE : December 29, 1998

ORDER TIME : 9:11 AM

ORDER NO. : 081278-005

CUSTOMER NO: 1579E

~~600002727396--4~~

CUSTOMER: Nelson Carryl, Esq
Foley & Lardner
P. O. Box 3391
100 North Tampa, Suite 2700
Tampa, FL 33602-5804

ARTICLES OF MERGER

ESSOMEGA CORPORATION; OMEGA
OPCO, INC.

INTO

ESSILOR LABORATORIES OF
AMERICA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 1:15

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Cassandra Lamm

EXAMINER'S INITIALS: _____

98 DEC 31 AM 9:55
RECEIVED

merger
sf 12/31/98

ARTICLES OF MERGER
Merger Sheet

MERGING:

ESSOMEGA CORPORATION, a non qualified Delaware corporation

OMEGA OPCO, INC., a non qualified Delaware corporation

INTO

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation,
P96000026082

File date: December 31, 1998

Corporate Specialist: Susan Payne

Account number: 072100000032

Account charged: 113.75

ARTICLES OF MERGER

of

ESSOMEGA CORPORATION, a Delaware corporation,

and

OMEGA OPCO, INC., a Delaware corporation

(each a "Terminating Corporation")

with and into

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

with

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

(as the "Surviving Corporation")

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law, Essomega Corporation, a Delaware corporation, Omega Opco, Inc., a Delaware corporation, and Essilor Laboratories of America, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Essomega Corporation, a Delaware corporation, Omega Opco, Inc., a Delaware corporation (hereinafter each referred to as a "Terminating Corporation"), and Essilor Laboratories of America, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

SECOND: The plan of merger is set forth in that certain Agreement and Plan of Merger, dated December 17, 1998 by and among the Terminating Corporations and the Surviving Corporation (the "Plan of Merger"), a copy of which Plan of Merger is attached hereto as Exhibit A.

THIRD: The Plan of Merger was adopted by the Board of Directors and the sole shareholder of each of the Terminating Corporations and the Board of Directors and sole shareholder of the Surviving Corporation pursuant to unanimous written consent actions dated December 17, 1998.

FOURTH: The Merger shall become effective on December 31, 1998, upon the filing of these Articles of Merger with the Florida Secretary of State as required by Section 607.1105 of the Florida Business Corporation Act and the filing of the Plan of Merger (or a

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC 31 PM 1:15

Certificate of Merger) with the Delaware Secretary of State in compliance with the provisions of Section 252 of the Delaware General Corporation Law.

These Articles of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 17th day of December, 1998.

"Terminating Corporations"

ESSOMEGA CORPORATION

Attest: _____

By: [Signature]
Name: Jacques Stoerr
Title: Chief Executive Officer

OMEGA OPCO, INC.

Attest: _____

By: [Signature]
Name: Hubert Sagniere
Title: President

"Surviving Corporation"

ESSILOR LABORATORIES OF AMERICA, INC.

Attest: _____

By: [Signature]
Name: Chris Paddison
Title: President

EXHIBIT A

=====

AGREEMENT AND PLAN OF MERGER

by and among

ESSOMEGA CORPORATION, a Delaware corporation,
OMEGA OPCO, INC., a Delaware corporation
(each a "Terminating Corporation")

and

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

with

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation
(as the "Surviving Corporation")

December 17, 1998

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 17th day of December, 1998, by and among:

ESSOMEGA CORPORATION, a Delaware corporation
OMEGA OPCO, INC., a Delaware corporation

(hereinafter each referred to as a "Terminating Corporation")

and

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

(hereinafter referred to as the "Surviving Corporation").

WITNESSETH:

WHEREAS, Essomega Corporation is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, Omega Opco, Inc. is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, Essilor Laboratories of America, Inc. is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Florida; and

WHEREAS, the Board of Directors and the sole shareholder of each of the Terminating Corporations and the Board of Directors and the sole shareholder of the Surviving Corporation have deemed it to be in the best interests of the Terminating Corporations, the Surviving Corporation and their respective sole shareholder that the Terminating Corporations and the Surviving Corporation be merged (the "Merger") upon the terms and conditions and in the manner set forth in this Plan of Merger.

NOW, THEREFORE, in consideration of the mutual premises herein contained, the Terminating Corporations and Surviving Corporation hereby agree as follows:

1. **MERGER.** Pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, the Terminating Corporations shall each and all be merged with and into the Surviving Corporation upon the terms and conditions set forth in this Plan of Merger, and the Surviving Corporation shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING CORPORATION.** On and after the Effective Date (as defined below) of the Merger:

a. The Surviving Corporation shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as are provided by Chapter 607, Florida Statutes.

b. The Terminating Corporations shall each and all cease to exist, and all of their respective property, rights and obligations shall become the property, rights and obligations of the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are as follows:

a. **Articles of Incorporation.** On and after the Effective Date of the Merger, the Articles of Incorporation of Essilor Laboratories of America, Inc. shall continue as the Articles of Incorporation of the Surviving Corporation, except that, pursuant to Section 607.1101(3)(a) of the Florida Business Corporation Act, the second paragraph of said Articles of Incorporation shall be amended in its entirety to read as follows:

SECOND: The address of the principal office and the mailing address of the corporation is 13515 North Stemmons Freeway, Dallas, Texas 75234.

b. **Bylaws.** The Bylaws of Essilor Laboratories of America, Inc. shall continue as the Bylaws of the Surviving Corporation, unless and until the same shall be amended or repealed in accordance with their provisions and the laws of the State of Florida.

c. **Directors.** The current directors of Essilor Laboratories of America, Inc. shall continue to be the directors of the Surviving Corporation, and each such director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal as provided in the Bylaws of Essilor Laboratories of America, Inc.

d. **Outstanding Shares of the Terminating Corporations.** On the Effective Date of the Merger, all shares of issued and outstanding capital stock of each of the Terminating Corporations shall be canceled and no shares of stock or other securities shall be issued in respect thereof.

e. **Outstanding Shares of the Surviving Corporation.** On the Effective Date of the Merger, all of the issued and outstanding capital stock of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.

4. **APPROVAL.** The Merger contemplated by this Plan of Merger has previously been submitted to and approved by the Board of Directors and the sole shareholder of each of the Terminating Corporations and the Board of Directors and sole shareholder of the Surviving Corporation pursuant to unanimous written consent actions dated December 17, 1998.

5. **EFFECTIVE DATE OF MERGER.** The Merger shall become effective on December 31, 1998, upon the filing of this Plan of Merger or a Certificate of Merger with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereafter called the "Effective Date".

6. **MISCELLANEOUS.**

a. **Governing Law.** This Plan of Merger is to be construed in accordance with the laws of the State of Florida.

b. **No Third Party Beneficiaries.** The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto and their sole shareholder and no person not a party to this Plan of Merger shall have any rights or benefits whatsoever hereunder, either as a third party beneficiary or otherwise.

c. **Service of Process.** On and after the Effective Date, the Surviving Corporation agrees that it may be served with process in Delaware in any proceeding for enforcement of the obligations of the Terminating Corporations or the Surviving Corporation arising from the Merger. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding and specifies the following address as the address to which the Secretary of State of the State of Delaware is requested to mail a copy of any such process:

Essilor Laboratories of America, Inc.
13515 North Stemmons Freeway
Dallas, Texas 75234

d. **Authorization.** The Board of Directors and the proper officers of the Terminating Corporations and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

e. **Termination.** Notwithstanding its full approval and adoption, this Plan of Merger may be terminated at any time prior to the effectuation of any requisite filing with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida, in the event that the Board of Directors and sole shareholder of any of the Terminating Corporations or the Surviving Corporation elect to effect such a termination.

f. **Complete Agreement.** This Plan of Merger constitutes the complete agreement among the parties and incorporates all prior agreements and representations in regard to the matters set forth herein, and it may not be amended, changed or modified except by a writing signed by all parties hereto.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date first written above.

This Plan of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

"Terminating Corporations"

ESSOMEGA CORPORATION

Attest: _____

By: [Signature]
Name: Jacques Stoerr
Title: Chief Executive Officer

OMEGA OPCO, INC.

Attest: _____

By: [Signature]
Name: Hubert Sagnier
Title: President

"Surviving Corporation"

ESSILOR LABORATORIES OF AMERICA, INC.

Attest: _____

By: [Signature]
Name: Chris Addison
Title: President