

448528

ARTICLES OF MERGER
Merger Sheet

MERGING:

SUNSATIONS SUNGLASS COMPANY, an Indiana corporation, P27546

INTO

SUNGLASS HUT TRADING CORPORATION, a Florida corporation, 448528

File date: January 31, 1997, effective February 1, 1997

Corporate Specialist: Linda Stitt

Sent by: GREENBERG TRAUB IG

305 579-0717

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1/31/97

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**ARTICLES OF MERGER
OF
SUNBATIONS SUNGLASS COMPANY, an Indiana corporation
INTO
SUNGLASS HUT TRADING CORPORATION, a Florida corporation**

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), Sunglass Hut Trading Corporation, a Florida corporation (the "Surviving Corporation"), and Sunbations Sunglass Company, an Indiana corporation (the "Disappearing Corporation") (the Surviving Corporation and the Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Disappearing Corporation into the Surviving Corporation (the "Merger"):

FIRST: The Plan of Merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:

(a) The Disappearing Corporation shall be merged with and into the Surviving Corporation on February 1, 1997 (the "Effective Date").

(b) (i) Each share of the Disappearing Corporation's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being issued or paid therefor, and (ii) each share of the Surviving Corporation's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

SECOND: Pursuant to the provisions of Section 607.1105(d) of the Act, the respective Board of Directors and shareholders of the Disappearing Corporation and the Surviving Corporation approved the Merger pursuant to unanimous written consent dated as of January 29, 1997.

Prasan Pandite
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Miami, Florida 33131
(305)579-0500

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IN WITNESS WHEREOF, Sunglass Hut Trading Corporation, a Florida corporation, and
Sunsations Sunglass Company, an Indiana corporation, have caused these Articles of Merger to be
signed in their corporate names by their respective officers, as of January 29, 1997.

SUNGLASS HUT TRADING CORPORATION,
a Florida corporation

By: 
Jack S. Chadsey, President

By: 
George L. Pila, Secretary

SUNSATIONS SUNGLASS COMPANY,
an Indiana corporation

By: 
Jack S. Chadsey, President

By: 
George L. Pila, Secretary

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