

448528

CT CORPORATION

CORPORATION(S) NAME

The Sunglass Outlet, Incorporated

with and into:

Sunglass Hut Trading Corporation

FILED
2002 MAY 31 PM 3:31
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

RECEIVED
02 MAY 31 PM 2:08
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Name _____
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Verifier _____
W.P. Verifier _____

5/31/02

Order#: 5370852

400005663064-9
-05/31/02--01041--018

Ref#:

*****70.00 *****70.00

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

C. Coulliette MAY 31 2002

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

SUNGLASS OUTFITTERS, INC., a Colorado corporation, F01000002967

INTO

SUNGLASS HUT TRADING CORPORATION, a Florida entity, 448528.

File date: May 31, 2002

Corporate Specialist: Cheryl Coulliette

ARTICLES OF MERGER
OF
THE SUNGLASS OUTLET, INCORPORATED
WITH AND INTO
SUNGLASS HUT TRADING CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging The Sunglass Outlet, Incorporated into Sunglass Hut Trading Corporation, as approved by the Board of Directors of the parent corporation on May 31, 2002.

2. The merger of The Sunglass Outlet, Incorporated with and into Sunglass Hut Trading Corporation is permitted by the laws of the jurisdiction of organization of The Sunglass Outlet, Incorporated and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of The Sunglass Outlet, Incorporated was May 31, 2002.

3. As to Sunglass Hut Trading Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 31, 2002.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for the State of Florida shall be at 5 p.m. on May 31, 2002.

Executed as of May 31, 2002.

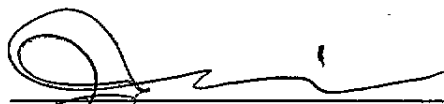
THE SUNGLASS OUTLET, INCORPORATED

By: 

Name: Mark Spitz

Title: Secretary

SUNGLASS HUT TRADING CORPORATION

By: 

Name: Jack S. Dennis

Title: Vice President and Chief Financial Officer

ANNEX – PLAN OF MERGER

1. Sunglass Hut Trading Corporation, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of The Sunglass Outlet, Incorporated, which is a business corporation of the State of Colorado, hereby merges The Sunglass Outlet, Incorporated into Sunglass Hut Trading Corporation pursuant to the provisions of the laws of the State of Colorado and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of The Sunglass Outlet, Incorporated shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Sunglass Hut Trading Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of The Sunglass Outlet, Incorporated shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Sunglass Hut Trading Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or 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.