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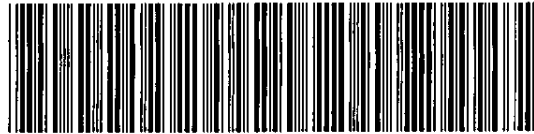
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**ARTICLES OF MERGER**  
**OF**  
**SM MERGER CORPORATION**  
**(a Florida for-profit corporation)**  
**AND**  
**STYLEMARK, INC.**  
**(a Florida for-profit corporation)**

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Pursuant to the Florida Business Corporation Act, the undersigned parties do hereby execute and adopt the following Articles of Merger (the "Articles") for the purpose of merging SM Merger Corporation, a Florida for-profit corporation, with and into StyleMark, Inc., a Florida for-profit corporation. The aforementioned entities shall sometimes be referred to herein as the "Merging Entities."

1. The name, jurisdiction of organization and organizational form of each of the Merging Entities are:
  - a. SM Merger Corporation, a Florida for-profit corporation (the "Merged Entity"); and
  - b. StyleMark, Inc., a Florida for-profit corporation (the "Surviving Entity").
2. The Agreement and Plan of Merger and Reorganization into Holding Company Structure, dated as of November 30, 2011, attached hereto as Exhibit A (the "Merger Agreement"), and executed by and among SM Merger Corporation and StyleMark, Inc., as parties to the merger, and SM Eyewear Holding, Inc., has been approved and adopted as required by the laws of the jurisdiction of formation of each of the Merging Entities and by the governing documents of each of the Merging Entities.
  - a. The Merger Agreement was adopted by the board of directors of the Surviving Entity on November 30, 2011 and, under the Florida Business Corporation Act, shareholder approval was not required;
  - b. The Merger Agreement was adopted by the sole shareholder of the Merged Entity on November 30, 2011; and
  - c. The Merger Agreement was adopted by the sole shareholder of the SM Eyewear Holding, Inc. on November 30, 2011.
3. The name of the surviving party to the Merger shall be StyleMark, Inc.

4. A new Article VII shall be added to StyleMark, Inc.'s articles of incorporation, which shall read in its entirety as follows:

"Article VII. Any act or transaction by or involving the Corporation, other than the election or removal of directors, that requires for its adoption under the Florida Business Corporation Act or under these Articles of Incorporation, the approval of the Corporation's shareholders shall, pursuant to Section 607.11045 of the Florida Business Corporation Act, require, in addition, the approval of the shareholders of the Corporation's holding company, SM Eyewear Holding, Inc., or any successor by merger, by the same vote as is required by the Florida Business Corporation Act and/or by the governing documents of the Corporation."

5. A signed Merger Agreement is on file at the principal place of business of StyleMark, Inc. at 2 Sunshine Boulevard, Ormond Beach, Florida 32174. On written request, a copy of the Merger Agreement will be furnished without cost by StyleMark, Inc. to any owner of the Merging Entities.
6. The merger will become effective upon filing these Articles of Merger.

[Signature Page Follows]

IN WITNESS WHEREOF, SM Merger Corporation and StyleMark, Inc. have caused the Articles of Merger to be signed in their respective names and on their behalf by the individuals below, as of the 8th day of December, 2011.

## SM MERGER CORPORATION

By:

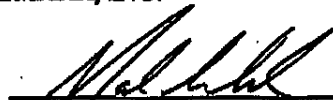
  
Mark A. Ascik, President

By:

  
Kirk A. Mason, Secretary

## STYLEMARK, INC.

By:

  
Mark A. Ascik, President

By:

  
Kirk A. Mason, Secretary

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

**AGREEMENT AND PLAN OF MERGER**  
**and**  
**REORGANIZATION INTO HOLDING COMPANY STRUCTURE**

THIS AGREEMENT AND PLAN OF MERGER AND REORGANIZATION INTO HOLDING COMPANY STRUCTURE (this "Agreement"), dated as of November 30, 2011, is by and among StyleMark, Inc., a Florida corporation ("StyleMark"), SM Merger Corporation, a Florida corporation that is a wholly owned subsidiary of SM Eyewear (as defined below) ("Merger Corp."), as parties to the merger, and SM Eyewear Holding, Inc., a Florida corporation that is a wholly owned subsidiary of StyleMark ("SM Eyewear"), as a party to this Agreement, but not as a party to the merger.

WHEREAS, on the date hereof, StyleMark has authority to issue 5,000,000 shares of common stock with a par value of \$0.01 per share (the "StyleMark Common Stock"), of which 3,130,449.51 shares of StyleMark Common Stock are issued and outstanding;

WHEREAS, on the date hereof, Merger Corp. has authority to issue 1,000 shares of common stock with a par value of \$0.01 per share (the "Merger Corp Common Stock"), of which 10 shares of Merger Corp Common Stock are issued, outstanding and owned by SM Eyewear;

WHEREAS, on the date hereof, SM Eyewear has authority to issue 5,000,000 shares of common stock with a par value of \$0.01 per share (the "SM Eyewear Common Stock"), of which 1,000 shares of SM Eyewear Common Stock are issued, outstanding and owned by StyleMark;

WHEREAS, the respective Boards of Directors of StyleMark, Merger Corp. and SM Eyewear have determined that it is advisable and in the best interests of each of the corporations that they reorganize into a holding company structure pursuant to the applicable provisions of the Florida Business Corporation Act, as amended, (the "FBCA"), pursuant to a merger (the "Reorganization Merger") between StyleMark and Merger Corp. in which StyleMark would survive and become a wholly owned subsidiary of SM Eyewear by virtue of the conversion pursuant to the Reorganization Merger of each share of StyleMark Common Stock into a one share of SM Eyewear Common Stock and the conversion of each option and warrant for the purchase of StyleMark Common Stock into an option or warrant for an equivalent number of shares of SM Eyewear Common Stock;

WHEREAS, under the respective articles of incorporation, each as amended to date, of StyleMark and SM Eyewear, the StyleMark Common Stock has the same designations, preferences, limitations, and relative rights and corresponding obligations thereof, as the SM Eyewear Common Stock into which the issued and outstanding StyleMark Common Stock will be converted pursuant to the Reorganization Merger;

WHEREAS, the articles of incorporation and Bylaws of SM Eyewear, as the holding company immediately following the Reorganization Merger, contain provisions that are substantially identical to the articles of incorporation and Bylaws of StyleMark, each as amended to date, immediately prior to the Reorganization Merger, other than such differences as are permitted by the FBCA;

WHEREAS, the articles of incorporation and Bylaws of StyleMark, immediately following the Reorganization Merger will contain provisions substantially identical to the articles of incorporation and Bylaws of StyleMark, immediately preceding the Reorganization Merger, other than such differences as are permitted by the FBCA;

WHEREAS, the Board of Directors of SM Eyewear and StyleMark, as sole shareholder of SM Eyewear, have approved this Agreement;

WHEREAS, the Board of Directors of Merger Corp. and SM Eyewear, as sole shareholder of Merger Corp., have approved this Agreement;

WHEREAS, the Board of Directors of StyleMark has approved this Agreement, and shareholder approval is not required pursuant to the FBCA; and

WHEREAS, the parties hereto intend that the transactions contemplated by this Agreement and the transactions contemplated by that certain Plan of Reorganization (the "Plan of Reorganization") constitute a reorganization intended to qualify under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code").

NOW, THEREFORE, in consideration of the mutual agreements and covenants herein contained, StyleMark and Merger Corp., as parties to the merger, and SM Eyewear, as the designated holding company, hereby agree as follows:

1. Succession.

(a) Holding Company. At the Effective Time, by virtue of the transactions described in Sections 2 and 7, SM Eyewear shall become the holding company of StyleMark, the surviving corporation of the merger of Merger Corp. with and into StyleMark pursuant to the FBCA.

(b) Company Consolidation. At the Effective Time, the separate corporate existence of Merger Corp. shall cease, and StyleMark shall succeed to all of the assets and property (whether real, personal or mixed), rights, privileges, franchises, immunities and powers of Merger Corp., and StyleMark shall assume and be subject to all of the duties, liabilities, obligations and restrictions of every kind and description of Merger Corp., including, without limitation, all outstanding indebtedness of Merger Corp., all in the manner and as more fully set forth in the FBCA.

2. Merger. Pursuant to the Reorganization Merger, Merger Corp. shall be merged with and into StyleMark and StyleMark shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Subject to the provisions of this Agreement, the parties shall (a) deliver this Agreement to the Secretary of StyleMark to be held on file at StyleMark's principal place of business; (b) file articles of merger (the "Articles of Merger") with the Florida Secretary of State executed in accordance with the relevant provisions of the FBCA; and (iii) make all other filings or recordings required under the FBCA; provided, however, the Reorganization Merger shall not be consummated unless the transactions under the Plan of Reorganization are consummated contemporaneously. The Reorganization Merger shall

become effective upon filing or at such other time as the parties shall agree and specify in the Articles of Merger (the "Effective Time").

3. **Articles of Incorporation and Bylaws of the Surviving Corporation.** The articles of incorporation and Bylaws of StyleMark, as in effect immediately preceding to the Effective Time, shall continue in full force and effect as the articles of incorporation and Bylaws of the Surviving Corporation, except as amended as set forth below, until further amended as provided therein and under the FBCA.

(a) A new Article VII shall be added to the articles of incorporation of the Surviving Corporation, which reads in its entirety as follows:

"Article VII. Any act or transaction by or involving the Corporation, other than the election or removal of directors, that requires for its adoption under the Florida Business Corporation Act or under these Articles of Incorporation, the approval of the Corporation's shareholders shall, pursuant to Section 607.11045 of the Florida Business Corporation Act, require, in addition, the approval of the shareholders of the Corporation's holding company, SM Eyewear Holding, Inc., or any successor by merger, by the same vote as is required by the Florida Business Corporation Act and/or by the governing documents of the Corporation."

4. **Directors.** The directors of StyleMark immediately prior to the Effective Time, which are the same as the directors of SM Eyewear immediately prior to the Effective Time, are and shall remain the directors of the Surviving Corporation and SM Eyewear immediately after the Effective Time, to serve until the expiration of their respective terms and until their successors are duly elected and qualified.

5. **Officers of StyleMark.** The officers of StyleMark immediately prior to the Effective Time are and shall remain the officers of the Surviving Corporation immediately after the Effective Time, to serve at the pleasure of the Board of Directors of StyleMark.

6. **Officers of SM Eyewear.** The officers of SM Eyewear immediately prior to the Effective Time are and shall remain the officers of SM Eyewear immediately after the Effective Time, to serve at the pleasure of the Board of Directors of SM Eyewear.

7. **Conversion of Securities.** At the Effective Time, by virtue of the Reorganization Merger and without any action on the part of the holder thereof:

(a) each share of StyleMark Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into a fully paid and nonassessable share of SM Eyewear Common Stock;

(b) each share of StyleMark Common Stock held in the treasury of StyleMark immediately prior to the Effective Time shall be cancelled and retired;



(c) each option to purchase StyleMark Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into an option to purchase an equivalent number of shares of SM Eyewear Common Stock;

(d) each warrant to purchase StyleMark Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into a warrant to purchase an equivalent number of shares of SM Eyewear Common Stock;

(e) each share of Merger Corp. Common Stock issued and outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and nonassessable share of StyleMark Common Stock;

(f) each share of SM Eyewear Common Stock issued and outstanding in the name of StyleMark immediately prior to the Effective Time shall be cancelled and retired and resume the status of authorized and unissued shares of SM Eyewear Common Stock.

The conversion of an issued and outstanding option or warrant to purchase StyleMark Common Stock pursuant to Sections 7(c) and (d) above shall be deemed to be a termination of such converted option or warrant for purposes of the pre-closing covenants contained in Section 8.7 of the Membership Interests Purchase Agreement by and among StyleMark, SM Eyewear, and FGX International, Inc.

8. **Other Agreements to Issue Stock.** At the Effective Time, SM Eyewear shall assume any obligation of StyleMark to deliver or make available shares of StyleMark Common Stock under any agreement or employee benefit plan to which StyleMark is a party. Any reference to StyleMark Common Stock under any such agreement or employee benefit plan shall be deemed to be a reference to SM Eyewear Common Stock and one share of SM Eyewear Common Stock shall be issuable in lieu of each share of StyleMark Common Stock required to be issued by any such agreement or employee benefit plan, subject to subsequent adjustment as provided in any such agreement or employee benefit plan.

9. **Further Assurances.** From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Merger Corp. such deeds and other instruments, and there shall be taken or caused to be taken on behalf of Merger Corp. all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or conform, of record or otherwise, in the Surviving Corporation, the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Merger Corp., and otherwise to carry out the purposes of this Agreement, and the officers and directors of the Surviving Corporation are fully authorized, in the name and on behalf of Merger Corp. or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

10. **Certificates.** At and after the Effective Time, all of the outstanding certificates which immediately prior thereto represented shares of StyleMark Common Stock shall be deemed for all purposes to evidence ownership of and to represent the shares of SM Eyewear Common Stock into which the shares of StyleMark Common Stock represented by such certificates have been converted as herein provided and shall be so registered on the books and

records of SM Eyewear and its transfer agent; provided that SM Eyewear shall, following the Effective Time, cause its transfer agent to demand that the shareholders surrender the certificates which previously represented StyleMark Common Stock in exchange for new certificates representing shares of SM Eyewear Common Stock. The registered owner of any previously outstanding certificate shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to SM Eyewear or its transfer agent, have and be entitled to exercise any voting and other rights with respect to, and to receive any dividends and other distributions upon, the shares of SM Eyewear Common Stock evidenced by such outstanding certificate, as above provided.

**11. Federal Income Tax Matters.**

(a) Immediately following the Reorganization Merger (i) StyleMark agrees to convert into a limited liability company pursuant to Florida law and further agrees not to make an election to be treated as a corporation for federal income tax purposes pursuant to Treasury Regulations § 301.7701-3(c) and (ii) following its conversion into a limited liability company, StyleMark agrees to cause its subsidiary StyleScience, Inc. to convert into a limited liability company under Florida law and not to make an election to be treated as a corporation for federal income tax purposes pursuant to Treasury Regulations § 301.7701-3(c);

(b) Each party to this Agreement acknowledges that (i) the transactions contemplated by this Agreement are intended to qualify as a reorganization under Section 368(a)(1)(F) of the Code and (ii) SM Eyewear shall be the continuing S corporation for federal income tax purposes; and

(c) Each party to this Agreement hereby agrees to report such transactions in a manner that is consistent with the provisions of Section 368(a)(1) of the Code and the Treasury Regulations promulgated thereunder, including the reporting requirements set forth in such Treasury Regulations.

**12. Amendment.** The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Time.

**13. Compliance with the FBCA.** Prior to the Effective Time, the parties hereto have taken all steps necessary to comply with the applicable provisions of the FBCA.

**14. Termination.** This Agreement may be terminated, and the Reorganization Merger and the other transactions provided for herein may be abandoned, at any time prior to the Effective Time, whether before or after approval of this Agreement by the Boards of Directors of MergerSub and StyleMark, by action of the Board of Directors of MergerSub or StyleMark if either Board determines for any reason, in its sole judgment and discretion, that the consummation of the Reorganization Merger would be inadvisable or not in the best interests of the applicable corporation and its shareholders.

**15. Counterparts.** This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

16. **Descriptive Headings.** The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

17. **Governing Laws.** This Agreement shall be governed by and construed in accordance with the laws of the State of Florida, without regard to the conflicts of laws principles thereof.

[Signatures to Follow on Next Page]

IN WITNESS WHEREOF, StyleMark and Merger Corp., as parties to the merger, have caused this Agreement and Plan of Merger and Reorganization into Holding Company Structure to be executed and delivered as of the date first above written, and SM Eyewear has joined this Agreement as the newly designated holding company for purposes of carrying out the intent of this Agreement.

**STYLEMARK, INC.,**  
a Florida corporation

By:   
Name: Mark A. Ascik  
Title: President

**SM MERGER CORPORATION,**  
a Florida corporation

By:   
Name: Mark A. Ascik  
Title: President

**SM EYEWEAR HOLDING, INC.,**  
a Florida corporation

By:   
Name: Mark A. Ascik  
Title: President