

514675

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000253231 3)))



H110002532313ABCS

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPORATE ACCESS, INC.
Account Number : FCA000000011
Phone : (850) 222-2666
Fax Number : (850) 222-1666

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
SUNGLASS HUT REALTY CORPORATION**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

RECEIVED

11 OCT 20 AM 9:25

SUNGLASS HUT REALTY CORPORATION
ALLAHASSEE, FLORIDA

11 OCT 20 AM 8:59

Electronic Filing Menu

Corporate Filing Menu

Help

Merger
10/21/11
10/20/2011 4:12 PM

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

First: Luxottica U.S. Holdings Corp., a Delaware corporation, will be the surviving corporation in the merger.

Second: Sunglass Hut Realty Corporation, a Florida corporation, is the merging corporation.

Third: The Plan and Agreement of Merger is attached.

Fourth: The merger shall become effective at 12:01 a.m., Eastern Standard Time, on October 21, 2011.

Fifth: The Plan of Merger was adopted by the Board of Directors and sole stockholder of the merging corporation on October 21, 2011.

Sixth: The Plan of Merger was adopted by the Board of Directors and sole stockholder of the surviving corporation on October 21, 2011.

Seventh: The merger of Sunglass Hut Realty Corporation with and into Luxottica U.S. Holdings Corp. is permitted by the laws of the jurisdiction of organization of the merging corporation and has been authorized in compliance with said laws.

Eighth: Luxottica U.S. Holdings Corp. agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of Sunglass Hut Realty Corporation, as well as for enforcement of any obligation of Luxottica U.S. Holdings Corp. arising from the Merger, and shall irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State of Florida to Luxottica U.S. Holdings Corp. at 44 Harbor Park Drive, Port Washington, NY 11050.

Ninth: These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

[Remainder of page intentionally left blank. Signature page follows.]

11 OCT 20 AM 8:59

(H11000253231 3)

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
October 21, 2011.

Sworn to before me on this _____
day of October, 2011.

Notary Public

LUXOTTICA U.S. HOLDINGS CORP.

By: _____
Name: Vito Giamola
Title: Vice President and Treasurer

Sworn to before me on this _____
day of October, 2011.

Notary Public

By: _____
Name: Daniel Succi
Title: Vice President of Administration and Tax

Sworn to before me on this 21st
day of October, 2011.

Notary Public

SUNGLASS HUT REALTY CORPORATION.

By: [Signature]
Name: James S. Neitzke
Title: Senior Vice President, Finance and Accounting



Sworn to before me on this _____
day of October, 2011.
Notary Public, State of Ohio
My Commission Expires 10/21/13

By: _____
Name: Michael A. Boxer
Title: Senior Vice President, General Counsel & Secretary

(Signature page for Sunglass Hut Realty Corporation Articles of Merger)

(H11000253231 3)

(H11000253231 3)

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
October 21, 2011.

Sworn to before me on this 14th
day of October, 2011.
[Signature] LUISA A. LEWIS
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01LE4743003
Qualified in Nassau County
Commission Expires 2/28/14

LUXOTTICALS HOLDINGS CORP.

By: [Signature]
Name: Vito Giannola
Title: Vice President and Treasurer

Sworn to before me on this 12th
day of October, 2011.
[Signature] LUISA A. LEWIS
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01LE4743003
Qualified in Nassau County
Commission Expires 2/28/14

By: [Signature]
Name: Daniel Socci
Title: Vice President of Administration and Tax

Sworn to before me on this _____
day of October, 2011.

Notary Public

SUNGLASS HUT REALTY CORPORATION.

By: _____
Name: James S. Neitzke
Title: Senior Vice President, Finance and Accounting

Sworn to before me on this 17th
day of October, 2011.
[Signature]
Notary Public

LISA A. LEWIS
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01LE4743003
Qualified in Nassau County
Commission Expires 2/28/14

By: [Signature]
Name: Michael A. Boxer
Title: Senior Vice President, General Counsel & Secretary

[Signature page for Sunglass Hut Realty Corporation Articles of Merger]

(H11000253231 3)

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of October 21, 2011, is made by and between Luxottica U.S. Holdings Corp., a Delaware corporation ("Luxottica U.S."), and Sunglass Hut Realty Corporation, a Florida corporation ("SGH Realty").

RECITALS:

WHEREAS, the Boards of Directors and the sole stockholders of each of Luxottica U.S. and SGH Realty desire that SGH Realty be merged with and into Luxottica U.S. (the "Merger") pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 253 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions herein, do hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in this Agreement, SGH Realty shall be merged with and into Luxottica U.S. Upon the effectiveness of the Merger, the separate existence of SGH Realty shall cease and Luxottica U.S. shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and its separate existence, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

2. At the Effective Time, all of the issued and outstanding shares of capital stock of SGH Realty immediately prior to the Effective Time shall, by virtue of the Merger and without further action by Luxottica U.S., as the sole stockholder of SGH Realty, be cancelled and retired and shall cease to exist with no payment being made with respect thereto. There are no outstanding rights to acquire shares of capital stock of SGH Realty. The issued and outstanding shares of capital stock of Luxottica U.S., and rights (if any) to acquire any shares of capital stock of Luxottica U.S., shall remain outstanding at the Effective Time, and shall not, in any manner, be affected or impaired by the Merger.

3. The Surviving Corporation shall, pursuant to the applicable provisions of the DGCL and the FBCA, succeed to all of the rights, privileges, powers and franchises of SGH Realty, all of the properties and assets of SGH Realty, and all of the debts, choses in action and other interests due or belonging to SGH Realty, and shall be subject to, and responsible for, all of the debts, liabilities and duties of SGH Realty with the effect set forth in the FBCA, the DGCL and in this Agreement. Any claim existing or action or proceeding pending by or against either Luxottica U.S. or SGH Realty may be continued as if the Merger did not occur or Luxottica U.S. may be substituted in the proceeding for

SGH Realty. Neither the rights of creditors nor any liens upon the property of either Luxottica U.S. or SGH Realty shall be impaired by the Merger.

4. The Certificate of Incorporation of Luxottica U.S. as in effect at the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

5. The By-Laws of Luxottica U.S. as in effect at the Effective Time shall continue in full force and effect as the By-Laws of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

6. The directors and officers of Luxottica U.S. immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation and shall thereafter continue in office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

7. The Surviving Corporation shall file Articles of Merger with the Florida Department of State on or before October 21, 2011, and shall file a Certificate of Merger with the Secretary of State of the State of Delaware on or before October 21, 2011.

8. The Merger shall become effective at 12:01 a.m., Eastern Standard Time, on October 21, 2011 (the "Effective Time").

9. Any time prior to the Effective Time, this Agreement may, with the consent of the parties hereto and, to the extent permitted under the DGCL and the FBCA, (i) be terminated and the Merger abandoned, or (ii) be amended.

10. Luxottica U.S. agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of SGH Realty, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and shall irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State of Florida to the Surviving Corporation at 44 Harbor Park Drive, Port Washington, NY 11050.

11. The Merger is intended to qualify as tax-free under Section 332 of the Internal Revenue Code of 1986, as amended.

12. This Agreement is intended to constitute a plan of liquidation with respect to the Merger for purposes of Section 332 of the Internal Revenue Code of 1986, as amended.

13. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same agreement.

(H11000253231 3)

14. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of New York, without regard to principles of conflicts of laws.

[Remainder of page intentionally left blank. Signature page follows.]

(H11000253231 3)

(H110002532313)

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of the date first above written.

Sworn to before me on this _____
day of October, 2011.

Notary Public

LUXOTTICA U.S. HOLDINGS CORP.

By: _____
Name: Vito Giannola
Title: Vice President and Treasurer

Sworn to before me on this _____
day of October, 2011.

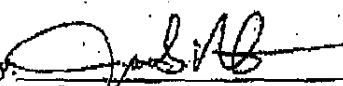
Notary Public

By: _____
Name: Daniel Socci
Title: Vice President of Administration and Tax

SUNGLASS HUT REALTY CORPORATION

Sworn to before me on this 21st
day of October, 2011.

Notary Public

By: 
Name: James S. Neitzke
Title: Senior Vice President, Finance and Accounting



KEVIN M. O'BRIEN
ATTORNEY AT LAW
Notary Public, State of Ohio
My Commission Has No Expiration
Section 147.03 R.C.

Sworn to before me on this _____
day of October, 2011.

Notary Public

By: _____
Name: Michael A. Boxer
Title: Senior Vice President, General Counsel & Secretary

(Signatures page for Sunglass Hut Realty Corporation Merger Agreement)

(H110002532313)

(H11000253231 3)

IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of the date first above written.

Sworn to before me on this 14th
day of October, 2011.

[Signature]
Notary Public, USA A. LEWIS
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01LE4743003
Qualified in Nassau County
Commission Expires 2/28/14

LUXOTTICA U.S. HOLDINGS CORP.

By: [Signature]
Name: Vito Giannola
Title: Vice President and Treasurer

Sworn to before me on this 12th
day of October, 2011.

[Signature]
Notary Public USA A. LEWIS
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01LE4743003
Qualified in Nassau County
Commission Expires 2/28/14

By: [Signature]
Name: Daniel Socci
Title: Vice President of Administration and Tax

Sworn to before me on this _____
day of October, 2011.

Notary Public

SUNGLASS HUT REALTY CORPORATION

By: _____
Name: James S. Neitzke
Title: Senior Vice President, Finance and Accounting

Sworn to before me on this 17th
day of October, 2011.

[Signature]
Notary Public
USA A. LEWIS
NOTARY PUBLIC, STATE OF NEW YORK
NO. 01LE4743003
Qualified in Nassau County
Commission Expires 2/28/14

By: [Signature]
Name: Michael A. Boxer
Title: Senior Vice President, General Counsel & Secretary

[Signature page for Sunglass Hut Realty Corporation Merger Agreement]

(H11000253231 3)