

543565

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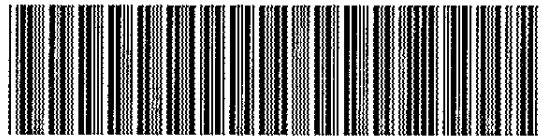


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02 DEC 31 AM 11:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

T BROWN JAN - 2 2003



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December 31, 2002

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Buhl del Sol, Inc. into Buhl Optical Co.

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
	Profit
	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
X	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

ARTICLES OF MERGER
Merger Sheet

MERGING:

BUHL DEL SOL, INC., a Florida entity, 543565

INTO

BUHL OPTICAL CO., a Delaware entity not qualified in Florida

File date: December 31, 2002

Corporate Specialist: Teresa Brown

ARTICLES OF MERGER

OF

BUHL DEL SOL, INC.

AND

BUHL OPTICAL CO.

FILED
02 DEC 31 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic business corporation and the foreign business corporation herein named do hereby submit the following articles of merger.

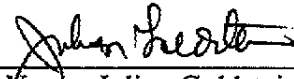
1. Annexed hereto and made a part hereof is the Plan of Merger for merging BUHL DEL SOL, INC. with and into BUHL OPTICAL CO.

2. The shareholders of BUHL DEL SOL, INC. entitled to vote on the aforesaid Plan of Merger approved and adopted the Plan of Merger by written consent given by them on December 23, 2002 in accordance with the provisions of Section 607.0704 of the Florida Business Corporation Act.

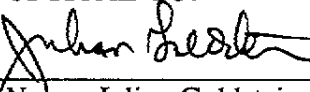
3. The merger of BUHL DEL SOL, INC. with and into BUHL OPTICAL CO. is permitted by the laws of the jurisdiction of organization of BUHL OPTICAL CO. and has been authorized in compliance with said laws. The date of approval and adoption of the Plan of Merger by the shareholders of BUHL OPTICAL CO. was December 23, 2002.

Executed on December 23, 2002

BUHL DEL SOL, INC.

By: 
Name: Julian Goldstein
Capacity: President

BUHL OPTICAL CO.

By: 
Name: Julian Goldstein
Capacity: President

PLAN OF MERGER adopted on December 23, 2002 by resolution of the Board of Directors of BUHL DEL SOL, INC., a business corporation organized under the laws of the State of Florida, and adopted on December 23, 2002 by resolution of the Board of Directors of BUHL OPTICAL CO., a business corporation organized under the laws of the State of Delaware. The names of the corporations planning to merge are BUHL DEL SOL, INC., a business corporation organized under the laws of the State of Florida, and BUHL OPTICAL CO., a business corporation organized under the laws of the State of Delaware. The name of the surviving corporation into which BUHL DEL SOL, INC. plans to merge is BUHL OPTICAL CO.

1. BUHL DEL SOL, INC. and BUHL OPTICAL CO., shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the laws of the jurisdiction of organization of BUHL OPTICAL CO. be merged with and into a single corporation, to wit, BUHL OPTICAL CO., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of BUHL DEL SOL, INC., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger in accordance with the provisions of the Florida Business Corporation Act.

2. The certificate of incorporation of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

3. The bylaws of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the surviving corporation.

5. The shares of the surviving corporation and the non-surviving corporation are owned by two shareholders in equal proportions. As a result, each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the

effective time and date of the merger, be cancelled and shall be of no further force or effect. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the surviving corporation.

6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving corporation.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving corporation, the non-surviving corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and of the surviving corporation, respectively, 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.