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***280.00 ***280.00

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Avant-Garde Optics International Inc.
(Corporation Name) (Document #)

2 RUSH
(Corporation Name) (Document #)

3 Must have file date
(Corporation Name) (Document #)

4 of 12/27/96
(Corporation Name) (Document #)

- ☒ Walk In
☐ Mail Out
☐ Will Wait
☐ Photocopy

☐ Pick Up Time
FILING 70
R AGENT
CERT. COPY 210
CUS
OVERPAYMENT
TOTAL 280

- ☒ Certified Copy 4 each
☐ Certificate of Status
☐ Certificate of Good Standing
☐ ARTICLES ONLY
☐ ALL CHARTER DOCS
☐ Certificate of FICTITIOUS NAME
☐ FICTITIOUS NAME SEARCH
☐ CORP SEARCH

96 DEC 27 PM 3:22
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R A, Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

merger 12/27

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PICKUP BY
UCC SERVICES**

Examiner's Initials

F57496

**ARTICLES OF MERGER
Merger Sheet**

MERGING:

AVANT-GARDE OPTICS INTERNATIONAL, INC., a FL Corp., #F57496

INTO

AVANT-GARDE OPTICS, INC., a New York corporation not qualified in Florida

File date: December 27, 1996

Corporate Specialist: Susan Payne

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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ARTICLES OF MERGER

MERGING

AVANT-GARDE OPTICS INTERNATIONAL, INC.
(a Florida corporation)

INTO

AVANT-GARDE OPTICS, INC.
(a New York corporation)

Pursuant to Sections 607.1104 and 607.1107 of the Business Corporation Act

Pursuant to Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: That Avant-Garde Optics, Inc. (the "Surviving Corporation"), a corporation of the State of New York, owns all of the outstanding shares of common stock of Avant-Garde Optics International, Inc. (the "Terminating Corporation"), a corporation of the State of Florida.

SECOND: The following agreement and plan of merger was adopted by the board of directors of the Surviving Corporation on December 25, 1996:

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (the "Agreement"), dated as of the 26th day of December, 1996, pursuant to Section 905 of the New York Business Corporation Law and Sections 607.1104 and 607.1107 of the Florida Business Corporation Act, between Avant-Garde Optics, Inc., a New York corporation (the "Surviving Corporation"), and Avant-Garde Optics International, Inc., a Florida corporation (the "Terminating Corporation").

WITNESSETH that:

WHEREAS, the respective Boards of Directors of the Terminating Corporation and the Surviving Corporation deem it advisable and in the best interests of the stockholders of their respective corporations that the Terminating Corporation be merged with and into the Surviving Corporation through a merger (the "Merger") of the Terminating Corporation with and into the Surviving Corporation pursuant to the New York Business Corporation Law (the "New York BCL") and the Florida Business Corporation Act (the "Florida BCA") in accordance with this Agreement;

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

FIRST: The Terminating Corporation's outstanding capital consists of ten shares of common stock without par value, all of which are owned by the Surviving Corporation.

SECOND: The Terminating Corporation shall merge itself into the Surviving Corporation and the Surviving Corporation shall merge into itself the Terminating Corporation.

THIRD: The Surviving Corporation and the Terminating Corporation shall cause a duly executed certificate of merger (the "Certificate of Merger") to be filed with the Department of State of New York as provided in Section 905 of the New York BCL and a duly executed articles of merger (the "Articles of Merger") to be filed with the Department of State of Florida as provided in Section 607.1105 of the Florida BCA. The Merger will become effective (the "Effective Date") on the date on which the later of the following actions will have been completed: (a) the Certificate of Merger has been duly filed with the Secretary of State of New York; and (b) the Articles of Merger has been duly filed with the Secretary of State of Florida.

FOURTH: The Certificate of Incorporation of the Surviving Corporation, as in effect on the Effective Date, shall continue in full force and effect as the Certificate of Incorporation of the corporation surviving the Merger.

FIFTH: Upon the effectiveness of the Merger, the authorized number and par value of shares of all classes of capital stock of the Surviving Corporation immediately prior to the effectiveness of the Merger shall be the authorized number and par value of shares of the classes of capital stock of the corporation surviving the Merger from and after the Effective Date.

SIXTH: Upon the effectiveness of the Merger, each share of capital stock of the Terminating Corporation which shall be outstanding on the Effective Date shall be canceled and no payment will be made with respect thereto.

SEVENTH: Upon the effectiveness of the Merger, each share of capital stock of the Surviving Corporation, which shall be issued and outstanding immediately prior to the effectiveness of the Merger, shall remain issued and outstanding.

EIGHTH: The remaining terms and conditions of the Merger are as follows:

(a) The By-laws of the Surviving Corporation as they shall exist on the Effective Date of the Merger shall be and remain the By-laws of the corporation surviving the Merger until the same shall be altered, amended or repealed as therein provided.

(b) Upon the effectiveness of the Merger, the directors of the Surviving Corporation shall continue as directors of the corporation surviving the Merger until their successors shall have been duly elected and qualified as provided in the Certificate of Incorporation and By-laws of the Surviving Corporation.

(c) The officers of the Surviving Corporation shall continue in office until their successors shall have been duly elected and qualified as provided in the Certificate of Incorporation and By-laws of the Surviving Corporation.

(d) Upon the Merger becoming effective, all the property, rights, privileges, obligations, franchises, patents,

trademarks, licenses, contracts, registration and other assets and obligations of every kind and description of the Terminating Corporation shall be transferred to, vested in, assumed by and devolve upon the Surviving Corporation without further act or deed and all property, rights, and every other interest of the Surviving Corporation and the Terminating Corporation shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Terminating Corporation, respectively. The Terminating Corporation agrees from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of any property of the Terminating Corporation acquired or to be acquired by reason of or as a result of the Merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the Terminating Corporation and the proper officers and directors of the Surviving Corporation are fully authorized to take any and all such action.

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

THIRD: Pursuant to Section 607.1104 of the Florida Business Corporation Act, shareholder approval of the merger of the Terminating Corporation with and into the Surviving Corporation is not required.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Merger, pursuant to the approval and authority duly given by resolutions adopted by the Board of Directors of Avant-Garde Optics, Inc. on this 26 day of December, 1996.

AVANT-GARDE OPTICS, INC.

By: [Signature]
Name: Claudio Del Vecchio
Title: Executive Vice President

ATTEST:

By: [Signature]
Name: Michael A. Boxer
Title: Assistant Secretary

AVANT-GARDE OPTICS
INTERNATIONAL, INC.

By: [Signature]
Name: Claudio Del Vecchio
Title: Vice President

ATTEST:

By: [Signature]
Name: Michael A. Boxer
Title: Assistant Secretary