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MERGER OR SHARE EXCHANGE

Watch World International, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLES OF MERGER**

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

First: Watch World International, Inc., a Delaware corporation, will be the surviving corporation in the merger. The name of Watch World International, Inc. will be changed, immediately upon the effectiveness of the merger, to "Sunglass Hut Trading Corporation." **EFFECTIVE DATE**
7/29/06

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

Third: The Plan and Agreement of Merger is attached.

Fourth: The merger shall become effective at 11:30 p.m., Eastern Daylight Time, on July 29, 2006.

Fifth: The Plan and Agreement of Merger was adopted by the sole shareholder of the surviving corporation on July 16, 2006.

Sixth: The Plan and Agreement of Merger was adopted by the sole shareholder of the merging corporation on July 16, 2006.

Seventh: Watch World International, Inc. agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of Sunglass Hut Trading Corporation, as well as for enforcement of any obligation of Watch World International, Inc. 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 Watch World International, Inc. at 44 Harbor Park Drive, Port Washington, NY 11050.

Eighth: 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.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of July 26, 2006.

WATCH WORLD INTERNATIONAL, INC.

By: Valerio Giacobi
Name: Valerio Giacobi
Title: Vice President

SUNGLASS HUT TRADING CORPORATION

By: Jack S. Dennis
Name: Jack S. Dennis
Title: Vice President & Chief Financial Officer

PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of July 26, 2006, is made by and between Watch World International, Inc., a Delaware corporation ("Watch World"), and Sunglass Hut Trading Corporation, a Florida corporation ("Sunglass Hut").

RECITALS:

WHEREAS, the Boards of Directors and the sole stockholders of each of Watch World and Sunglass Hut desire that Sunglass Hut be merged with and into Watch World (the "Merger") pursuant to Sections 607.1101 and 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the General Corporation Law of the State of Delaware (the "GCL").

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, Sunglass Hut shall be merged with and into Watch World. Upon the effectiveness of the Merger, the separate existence of Sunglass Hut shall cease and Watch World 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 Sunglass Hut immediately prior to the Effective Time shall, by virtue of the Merger and without further action by Sunglass Hut International, Inc., a Florida corporation, as the sole stockholder of Sunglass Hut, 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 Sunglass Hut. The issued and outstanding shares of capital stock of Watch World, and rights (if any) to acquire any shares of capital stock of Watch World, 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 GCL and the FBCA, succeed to all of the rights, privileges, powers and franchises of Sunglass Hut, all of the properties and assets of Sunglass Hut, and all of the debts, choses in action and other interests due or belonging to Sunglass Hut, and shall be subject to, and responsible for, all of the debts, liabilities and duties of Sunglass Hut with the effect set forth in the FBCA, the GCL and in this Agreement. Any claim existing or action or proceeding pending by or against either Watch World or Sunglass Hut may be continued as if the Merger did not occur or Watch World may be substituted in the proceeding for Sunglass Hut. Neither the rights of creditors nor any liens upon the property of either Watch World or Sunglass Hut shall be impaired by the Merger.

4. Other than an amendment to the Certificate of Incorporation of Watch World to change its name to Sunglass Hut Trading Corporation, which will be effected by the merger, the Certificate of Incorporation of Watch World 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 Watch World 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 Watch World 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 July 28, 2006, and shall file a Certificate of Merger with the Secretary of State of the State of Delaware on or before July 28, 2006.

8. The Merger shall become effective at 11:30 p.m., Eastern Daylight Time, on July 29, 2006 (the "Effective Time").

9. Any time prior to the Effective Time, this Agreement may be terminated or amended by the parties hereto.

10. Watch World agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of Sunglass Hut, 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 a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

12. This Agreement is intended to constitute a plan of reorganization with respect to the Merger for purposes of Section 368 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.

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.

[Signature page follows]

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

WATCH WORLD INTERNATIONAL, INC.

By: Valerio Giacobbi
Name: Valerio Giacobbi
Title: Vice President

SUNGLASS HUT TRADING CORPORATION

By: Jack S. Dennis
Name: Jack S. Dennis
Title: Vice President & Chief Financial Officer

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "WATCH WORLD INTERNATIONAL, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "SUNGLASS HUT TRADING CORPORATION", THE TWENTY-SIXTH DAY OF JULY, A.D. 2006, AT 6:01 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE TWENTY-NINTH DAY OF JULY, A.D. 2006, AT 11:30 O'CLOCK P.M.



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Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4931539

DATE: 07-27-06