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CT CORPORATION SYSTEM

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Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Fossil, Inc.

Certificate of Status	0
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Merger

ARTICLES OF MERGER

MERGING

TEMPUS INTERNATIONAL CORP. (a Florida corporation)

WITH AND INTO

FOSSIL, INC. (a Delaware corporation)

Pursuant to the provisions of Sections 1104 and 1105 of the Florida Business Corporation Act and Section 253 of the General Corporation Law of the State of Delaware, Fossil, Inc., a Delaware corporation ("Parent"), has adopted the following Articles of Merger for the purpose of merging Tempus International Corp., a Florida corporation and wholly-owned subsidiary of Parent ("Subsidiary"), with and into Parent:

1. The name of Parent, a corporation organized and existing under the laws of the State of Delaware, is Fossil, Inc. The name of Subsidiary, a corporation organized and existing under the laws of the state of Florida, is Tempus International Corp.
2. Parent owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Subsidiary.
3. Attached hereto as Exhibit A is a copy of the resolutions adopted by Written Consent of the Board of Directors of Parent on June 24, 2005, authorizing the merger of Subsidiary with and into Parent.
4. At the effective time of the merger of Subsidiary with and into Parent, each share of capital stock of Subsidiary outstanding immediately prior to the effective time of the merger shall be cancelled with no consideration to be paid therefor and all certificates representing such shares shall be cancelled and each share of capital stock of Parent issued and outstanding immediately prior to the effective time of the merger shall continue and remain issued and outstanding as shares of capital stock of Parent as the surviving entity. Attached hereto as Exhibit B is a copy of the complete plan of merger authorized by the board of directors of Parent.
5. The address, including street number, of Parent's registered office in the State of Delaware is:

The Corporation Trust Company
1209 Orange Street
Wilmington, DE 19801
6. No stockholder vote is required to approve the merger of Subsidiary into Parent.
7. The name of the surviving corporation is Fossil, Inc., a Delaware corporation.
8. The Merger shall be effective as of 12:01 a.m. on July 3, 2005.

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IN WITNESS WHEREOF, Parent has caused these Articles of Merger to be executed as of June
24, 2005.

FOSSIL, INC.

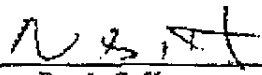
By: 
Name: Randy S. Hync
Title: Vice President, General Counsel and Secretary

Exhibit A

**RESOLUTIONS OF THE BOARD OF DIRECTORS OF
FOSSIL, INC.**

Relating to the Merger of Tempus International Corp.

WHEREAS, Tempus International Corp., a Florida corporation ("Subsidiary"), is a wholly-owned subsidiary of the Company; and

WHEREAS, the Board of Directors of the Company has determined, in its best business judgment, that it would be in the best interest of the Company to merge Subsidiary with and into the Company, with the Company being the surviving entity (the "Merger");

NOW, THEREFORE, BE IT RESOLVED, that Subsidiary be merged with and into the Company pursuant to the provisions of Section 253 of the General Corporation Law of the State of Delaware and the provisions of Section 1104 of the Florida Business Corporation Act;

RESOLVED, that the form of and all terms contained in that certain Plan of Merger previously submitted to the undersigned are approved in all respects;

RESOLVED, that the Merger shall be effective as of 12:01 a.m. on July 3, 2005 (the "Effective Time");

RESOLVED, at the Effective Time, each share of capital stock of the Subsidiary outstanding immediately prior to the Effective Time shall be cancelled with no consideration to be paid therefor and all certificates representing such shares shall be cancelled and each share of capital stock of the Company issued and outstanding immediately prior to the Effective Time shall continue and remain issued and outstanding as shares of capital stock of the Company as the surviving entity;

RESOLVED, that the proper officers of the Company are hereby authorized, empowered and directed, for and on behalf and in the name of the Company, to execute, verify, acknowledge, certify, deliver and file the Articles of Merger and Plan of Merger with the Secretary of State of the State of Florida and the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and to take or cause to be taken any additional actions as in their judgment may be necessary, advisable or appropriate to effectuate the Merger or otherwise needed to accomplish the purposes of the foregoing resolutions.

Exhibit B

PLAN OF MERGER

This PLAN OF MERGER (this "Agreement"), is executed as of the 24th day of June, 2005, by Fossil, Inc., a Delaware corporation ("Parent").

WITNESSETH:

WHEREAS, Parent owns one hundred percent (100%) of the issued and outstanding shares of capital stock of Tempus International Corp., a Florida corporation ("Subsidiary"); and

WHEREAS, the board of directors of Parent, in its good faith and best business judgment, deems it in the best interests of Parent and Subsidiary that Subsidiary be merged with and into Parent, with Parent being the surviving entity, in accordance with the laws of the State of Florida and the State of Delaware;

NOW, THEREFORE, in consideration of the premises, conditions, terms and provisions set forth in this Agreement, Parent does hereby acknowledge the following:

**ARTICLE I
MERGER OF SUBSIDIARY WITH AND INTO PARENT**

Subsidiary will be merged with and into Parent in accordance with, as applicable, the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"), with the effective time of such merger to be 12:01 a.m. on July 3, 2005 (the "Effective Time"). Parent will be the surviving entity in the Merger (the "Surviving Entity", whenever reference is made to it as of the Effective Time or thereafter), and will continue both (i) to use its present name and (ii) to be governed by and organized in accordance with the laws of the State of Delaware.

**ARTICLE II
EFFECT OF MERGER**

The Merger shall in all respects have the effects provided for in Section 253 of the DGCL and Section 1104 of the FBCA, with all rights and obligations of Subsidiary being allocated to the Surviving Entity. Without limiting the generality of the foregoing, in addition to the effects hereinafter set forth, on the Effective Time, the separate existence of Subsidiary will cease and the Surviving Entity (the separate corporate existence and corporate name of which shall continue unimpaired by the Merger) will immediately (i) succeed, without other transfer, to all of the assets, properties, rights and claims of Subsidiary and (ii) be subject to all of the debts, duties, obligations and liabilities of Subsidiary in the same manner and to the same extent as if such had been incurred by the Surviving Entity itself. Neither the rights of creditors with respect to Subsidiary nor any liens upon the assets or properties of Subsidiary will be impaired by the Merger. Any lawsuit, proceeding or claim pending or existing by or against Subsidiary may be

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prosecuted or continued as if the Merger had not occurred or, alternatively, the Surviving Entity may be substituted for Subsidiary with respect to any such lawsuit, proceeding or claim.

ARTICLE III TREATMENT OF CAPITAL STOCK

At the Effective Time, each share of capital stock of Subsidiary outstanding immediately prior to the Effective Time shall be cancelled with no consideration to be paid therefor and all certificates representing such shares shall be cancelled. Each share of capital stock of Parent issued and outstanding immediately prior to the Effective Time shall continue and remain issued and outstanding as shares of capital stock of Parent as the surviving entity.

[Remainder of page intentionally left blank]

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IN WITNESS WHEREOF, the undersigned has caused this Agreement to be executed as of the date first above written.

FOSSIL, INC.

By: _____
Name: _____
Title: _____