

*Lamont & Neiman, P. A.*

ROBERT S. LAMONT  
JAN S. NEIMAN  
A. STEPHEN KOTLER  
ELLEN BETH BELLET  
ALBERTO INTERIAN

Reply to: Miami Office

September 30, 2002

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Articles of Merger  
David Eden Eyewear, LLC  
David Eden Eyewear Corp.

Dear Sir/Madam:

Enclosed for filing, please find Articles of Merger together with Plan of Merger, merging David Eden Eyewear Corp. into David Eden Eyewear, LLC, as the surviving party.

Also enclosed please find our cost check of \$78.75. Please forward the certified copy of the Articles of Merger to the undersigned in the pre-addressed stamped envelope enclosed.

Thank you.

Very truly yours,

LAMONT & NEIMAN, P.A.

Name	Diane R. Mautner	
Availability	Legal Assistant	
Document Examiner	enc.	DCC
Updater		DCC
Printer		DCC
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Acknowledgement		DCC
W. P. Verifier		DCC

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**(561) 391-1266**  
**MIAMI LINE (305) 358-5710**

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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3. TAX \_\_\_\_\_  
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 R. AMOUNT \_\_\_\_\_  
 C. DATE 21.25 \_\_\_\_\_  
 T. \_\_\_\_\_  
 N. \_\_\_\_\_  
 BALANCE DUE \_\_\_\_\_  
 REFUND \_\_\_\_\_

*Law Offices*  
*Lamont & Neiman, P.A.*

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Reply to: Miami Office

October 8, 2002

Secretary of State of Florida  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Att: Diane Cushing

Re: Articles of Merger  
David Eden Eyewear, LLC  
David Eden Eyewear Corp.

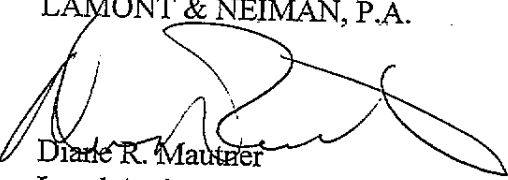
Dear Ms. Cushing:

Pursuant to our telephone conversation of October 8, 2002 with regard to the above, enclosed please find an additional check for \$21.25 for a certified copy of the Articles of Merger. Please forward the certified copy to us in the pre-addressed stamped envelope enclosed in our September 30, 2002 letter, a copy of which is enclosed.

Thank you.

Very truly yours,

LAMONT & NEIMAN, P.A.

  
Diane R. Mautner  
Legal Assistant  
enc.

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DAVID EDEN EYEWEAR CORP., A FLORIDA CORPORATION  
(P02000073010)

INTO

DAVID EDEN EYEWEAR, LLC, a Florida limited liability company,  
L02000023022

File date: October 3, 2002

Corporate Specialist: Diane Cushing

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	David Eden Eyewear, LLC 1378 Weston Road Weston, Florida 33326	Florida	Limited Liability Company

Florida Document/Registration Number: L02000023022      FEI Number: 47-0886493

2.	David Eden Eyewear Corp. 1378 Weston Road Weston, Florida 33326	Florida	Corporation
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Florida Document/Registration Number: P02000073010      FEI Number: 59-5407368

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type for each surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	David Eden Eyewear, LLC 1378 Weston Road Weston, Florida 33326	Florida	Limited Liability Company

Florida Document/Registration Number: L02000023022      FEI Number: 47-0886493

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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02 OCT -3 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

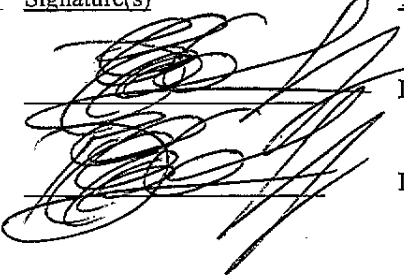
NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

*(Note: Please see instructions for required signatures.)*

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
David Eden Eyewear, LLC		David Edenburg, Member
David Eden Eyewear Corp.		David Edenburg, President

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02 OCT -3 AM 10:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
David Eden Eyewear, LLC	Florida
David Eden Eyewear Corp.	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
David Eden Eyewear, LLC	Florida

THIRD: The terms and conditions of the merger are as follows:

On the effective date of the merger, the separate existence of the Disappearing Corporation shall cease, and the surviving Limited Liability Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal intangible and mixed of the Disappearing Corporation without the necessity for any separate transfer. The surviving Limited Liability Company shall thereafter be responsible and liable for all liabilities and obligations of the Disappearing Corporation, and neither the rights of creditors nor any liens on the property of the Disappearing Corporation shall be impaired by the merger.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Ninety-nine percent (99%) of the Membership interest in the surviving party shall be distributed to the shareholders of the disappearing party based on current percentage of ownership.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The remaining one percent (1%) of the Membership interest shall remain in the current Members of the surviving party based on their current percentage of ownership.

FIFTH: The name and address of the Manager of the surviving limited liability company is as follows:

David Edenburg  
1378 Weston Road  
Weston, Florida 33326

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02 OCT -3 AM 10:20  
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TALLAHASSEE, FLORIDA