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(Requestor's Name)

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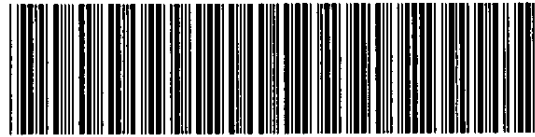
(Business Entity Name)

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04/29/16--01042--017 **205.00

effective date 04/30/2016

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16 APR 29 PM 1:44
SECRETARY OF STATE
FALLASSISTE, RI 02881

*Articles of Organization
&
Articles of Merger*

MAY 3 2016

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TERRANCE J. MULLIN, P.A.

ATTORNEY AT LAW
tjm@tjmullinlaw.com

201 ALHAMBRA CIRCLE
SUITE 503
CORAL GABLES, FLORIDA 33134
TEL. (305) 444-6869
FAX (305) 444-6829
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April 28, 2016

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDEX

Re: THEMA USA LLC

Ladies and Gentlemen:

I am enclosing Articles of Merger for filing. Note that Articles of Organization for the new Florida limited liability company are attached to the Articles of Merger and must be filed as well. I have also attached a copy of the Agreement and Plan of Merger for your information.

I have also enclosed a check made payable to the Florida Department of State for \$205.00 to cover the merger of two entities (\$50.00), a certified copy of the Articles of Merger (\$30.00) and the filing of the Articles of Organization (\$125.00).

Please return all correspondence concerning this matter to me at the above address. Also, please contact me in the event that any additional information is needed.

Finally, please note that the email address for future annual report notification is
Oscar@thema-optical.com.

Very truly yours,

Terrance J. Mullin

w/encls.

Cc: Thema USA LLC

TJM:ajl

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TALLAHASSEE, FLORIDA

Articles of Merger

ARTICLES OF MERGER OF THEMA USA LLC (NY) WITH AND INTO THEMA USA LLC (FL)

FILED
16 APR 29 PM 1:14
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA

The undersigned domestic and foreign limited liability companies do hereby execute the following Articles of Merger pursuant to Section 605.1025 of the Florida Statutes for the purpose of merging Thema USA LLC, a New York limited liability company, with and into Thema USA LLC, a Florida limited liability company. A Certificate of Merger for this transaction is being filed contemporaneously with the New York Secretary of State.

1. The exact name, entity type and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Thema USA LLC	New York	Limited Liability Company
Thema USA LLC	Florida	Limited Liability Company

2. The exact name, entity type and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Type</u>
Thema USA LLC	Florida	Limited Liability Company

3. This merger was approved by each domestic merging entity that is a limited liability company in accordance with §605.1021-605.1026, F.S. and by each other merging entity in accordance with the laws of its jurisdiction.

4. The surviving entity is created by the merger and is a domestic filing entity, its public organic record being attached.

5. The surviving entity agrees to pay any members with appraisal rights the amount to which members are entitled under §605.1006 and §§605.1061-605.1072, F.S.

6. The effective date of the merger is April 30, 2016, at 11:59 p.m.

7. Signature for Each Party:

Name of Entity:

Signatures:

Typed or Printed Name of Individual:

Thema USA LLC (NY)



OSCAR BETTELLO

Thema USA LLC (FL)



OSCAR BETTELLO

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been signed
by the Sole Member of each entity as of the 28 day of April, 2016.

Thema USA LLC (NY)

By: Thema Optical SRL

By: 

GIORGIO VALMASSOI
President

Thema USA LLC (FL)

By : Thema Optical SRL

By: 

GIORGIO VALMASSOI
President

THEMA OPTICAL SRL
Via Risorgimento, 100
32040 DOMEGGE DI CADORE (BL)
Tel. 0435/72002 - Fax 0435/72123
Partita IVA 00822840252

THEMA OPTICAL SRL
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SECRETARY OF STATE
ITALIAN ASSOCIATION

16 APR 29 PM 1:44

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of April 25, 2016, is by and between THEMA USA LLC, a New York limited liability company ("merging entity") and THEMA USA LLC, a Florida limited liability company to be formed ("surviving entity").

Recital

A. The sole member of each entity has approved the acquisition of the merging entity by the surviving entity.

ARTICLE I THE MERGER

1.1 *The Merger* (a) At the Effective Time (as defined in Section 1.2), merging entity shall be merged into surviving entity, and the separate existence of merging entity shall thereupon cease, in accordance with the applicable provisions of the laws of the States of New York and Florida.

(b) Surviving entity will continue to be governed by the laws of the State of Florida, and the separate existence of surviving entity and all of its rights, privileges, immunities and franchises, public or private, and all of its duties and liabilities as a limited liability company organized under Chapter 605 of the Florida Statutes will continue unaffected by the merger.

(c) The Merger will have the effects specified by the applicable laws of New York and Florida.

1.2 *Effective Time*. The parties will cause Articles of Merger to be filed with the office of the Secretary of State of Florida and a Certificate of Merger to be filed with the office of the Secretary of State of the State of New York. Subject to, and in accordance with, the laws of the States of Florida and New York, the Merger will become effective at 11:59 p.m. on April 30, 2016 (the "Effective Time").

ARTICLE II THE SURVIVING ENTITY

2.1 *Article of Organization*. The Articles of Organization of the surviving entity as in effect immediately prior to the Effective Time shall be the Articles of Organization of the surviving entity after the Effective Time.

2.2 *Operating Agreement*. The operating agreement of the surviving entity as in effect immediately prior to the Effective Time shall be the operating agreement of the surviving entity after the Effective Time.

ARTICLE III
CONVERSION OF INTEREST

Thema Optical SRL, the sole member of each entity, will exchange its interest in the merging entity for a 100% interest in the surviving entity.

ARTICLE IV
MISCELLANEOUS

4.1 *Severability*. The invalidity of any provision of this Agreement and Plan or portion of a provision shall not affect the validity of any other provision of this Agreement and Plan or the remaining portion of the applicable provision.

4.2 *Governing Law*. This Plan shall be construed in accordance with the laws of the State of Florida applicable to contracts made to be performed entirely therein.

4.3 *Binding Effect; Benefit*. This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective successors and permitted assigns. Nothing in this Agreement and Plan, express or implied, is intended to confer on any person other than the parties hereto and their respective successors and permitted assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement and Plan, including, without limitation, third party beneficiary rights.

4.4 *Headings*. The headings contained in this Agreement and Plan are for convenience of reference only and shall not affect the meaning or interpretation of this Agreement and Plan.

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

Surviving Entity (FL):
Thema USA LLC

Merging Entity (NY):
Thema USA LLC

By: Thema Optical SRL
Sole Member

By: Thema Optical SRL
Sole Member

By: _____

By: _____

GIORGIO VALMASSO
President
THEMA OPTICAL SRL
Via Risorgimento, 100
32040 DOMEGGE DI CADORE (BL)
Tel. 0435/72002 - Fax 0435/72123
Partita IVA 00822840252

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

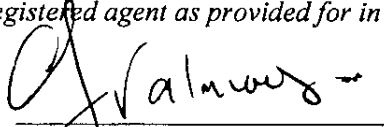
ARTICLE I – Name: The name of the Limited Liability Company is Thema USA LLC.

ARTICLE II – Address: The mailing address and street address of the Limited Liability Company is 8020 NE 4th Ave, Miami, FL 33138

ARTICLE III – Registered Agent, Registered Office, & Registered Agent's Signature: The name and the Florida street address of the registered agent are:

Giulia Valmassoi
8020 NE 4th Ave
Miami, FL 33138

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 605, F.S.


Giulia Valmassoi

ARTICLE IV – The names and addresses of the persons authorized to manage and control the Limited Liability Company are:

Oscar Bettello
8020 NE 4th Ave
Miami, FL 33138

Giulia Valmassoi
8020 NE 4th Ave
Miami, FL 33138

ARTICLE V: The effective date of the filing shall be April 30, 2016 at 11:59 p.m.

REQUIRED SIGNATURE:


Oscar Bettello

Signature of a member or an authorized representative of a member.

This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the department of State constitutes a third degree felony as provided for in s.817.155, F.S.

\$125.00 Filing fee for Articles of Organization and Designation of Registered Agent
\$30.00 Certified Copy (Optional) \$5.00 Certificate of Status (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA