

766319

103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

CONTACT:

CINDY HICKS

400002886924--2

-05/26/99--01039--025

****210.00 ****210.00

DATE:

5/26/99

REF. #:

0150. 6934

CORP. NAME:

Sunglass Hut Corporation

Merger

() ARTICLES OF INCORPORATION

() ARTICLES OF AMENDMENT

() ARTICLES OF DISSOLUTION

() ANNUAL REPORT

() TRADEMARK/SERVICE MARK

() FICTITIOUS NAME

() CERT. OF AUTHORITY

() LIMITED PARTNERSHIP

() LIMITED LIABILITY

() REINSTATEMENT

☒ MERGER

() WITHDRAWAL

() CERTIFICATE OF CANCELLATION () UCC-1

() UCC-3

() OTHER:

STATE FEES PREPAID WITH CHECK# 3024 FOR \$ 210.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

() CERTIFIED COPY

() CERTIFICATE OF STATUS

☒ PLAIN STAMPED COPY

Examiner's Initials
1002
5/26/99

RECEIVED
99 MAY 26 AM 10:24
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING:

IHS PROCUREMENT CORP, a Florida corporation P93000060241

SUNGLASS HUT OF MEXICO, INC., a Florida corporation P93000040654

SUNGLASS HUT HOLDINGS OF MEXICO, INC., a Florida corporation
P93000060218

SHI SALES CORP., a Florida corporation P93000072785

IHS DISTRIBUTION CORP., a Florida corporation P93000060234

INTO

SUNGLASS HUT CORPORATION, a Florida corporation, M66319.

File date: May 26, 1999

Corporate Specialist: Annette Ramsey

ARTICLES OF MERGER
OF
IHS DISTRIBUTION CORP.,
IHS PROCUREMENT CORP.,
SHI SALES CORP.,
SUNGLASS HUT HOLDINGS OF MEXICO, INC.,
AND
SUNGLASS HUT OF MEXICO, INC.
INTO
SUNGLASS HUT CORPORATION

FILED
99 MAY 26 PM 12:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

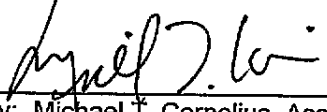
Pursuant to the provisions of 607.1101 and 607.1105 of the Florida Business Corporation Act (the "Act"), IHS DISTRIBUTION CORP., a Florida corporation, IHS PROCUREMENT CORP., a Florida corporation, SHI SALES CORP., a Florida corporation, SUNGLASS HUT HOLDINGS OF MEXICO, INC., a Florida corporation, SUNGLASS HUT OF MEXICO, INC., a Florida corporation, (collectively, the "Non-Surviving Corporations") and SUNGLASS HUT CORPORATION, a Florida corporation (the "Survivor") adopt the following Articles of Merger for the purpose of merging the Non-Surviving Corporations with and into the Survivor.

FIRST: The Plan of Merger is attached hereto as Exhibit A.

SECOND: The Plan of Merger was adopted by the board of directors and shareholders of each of the Non-Surviving Corporations and the Survivor by unanimous written consent in accordance with the provisions of Section 607.1103 of the Act as of May 21, 1999.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the parties hereto as of the 21 day of May, 1999.

IHS DISTRIBUTION CORP.


By: Michael T. Cornelius, Assistant Secretary

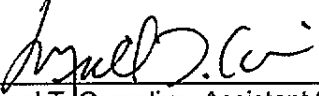
IHS PROCUREMENT CORP.


By: Michael T. Cornelius, Assistant Secretary

SHI SALES CORP.


By: Michael T. Cornelius, Assistant Secretary

SUNGLASS HUT HOLDINGS OF MEXICO, INC.


By: Michael T. Cornelius, Assistant Secretary

SUNGLASS HUT OF MEXICO, INC.


By: Michael T. Cornelius, Assistant Secretary

SUNGLASS HUT CORPORATION

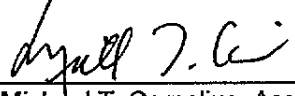

By: Michael T. Cornelius, Assistant Secretary

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated May 21, 1999, between IHS DISTRIBUTION CORP., a Florida corporation, IHS PROCUREMENT CORP., a Florida corporation, SHI SALES CORP., a Florida corporation, SUNGLASS HUT HOLDINGS OF MEXICO, INC., a Florida corporation, SUNGLASS HUT OF MEXICO, INC., a Florida corporation, (collectively, the "Non-Surviving Corporations") and SUNGLASS HUT CORPORATION, a Florida corporation (the "Surviving Corporation" or "Sunglass Hut"), the parent company of each of the Non-Surviving Corporations.

The Non-Surviving Corporations and Sunglass Hut desire to effect the statutory merger of the Non-Surviving Corporations with and into Sunglass Hut, with Sunglass Hut to survive such merger.

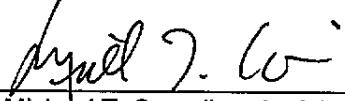
1. **Constituent Corporations.** The Non-Surviving Corporations and Sunglass Hut shall be parties to the merger (the "Merger") of the Non-Surviving Corporations with and into Sunglass Hut.
2. **Terms and Conditions of Merger.** The Non-Surviving Corporations (the "Constituent Corporations") shall, pursuant to the provisions of the Florida Business Corporation Act (the "BCA"), be merged with and into Sunglass Hut, which shall continue to exist pursuant to the laws of the State of Florida. Upon the effective date of the Merger (as set forth in paragraph 7) (the "Effective Date"), the existence of the Constituent Corporations shall cease. On the Effective Date, Sunglass Hut shall assume the obligations of the Constituent Corporations.
3. **Capital Stock.** Upon the Effective Date, the Common Stock of the Non-Surviving Corporations presently issued and outstanding shall be cancelled.
4. **Articles of Incorporation.** The Articles of Incorporation of Sunglass Hut as of the Effective Date shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the laws of the State of Florida.
5. **Bylaws.** The Bylaws of Sunglass Hut as in effect as of the Effective Date shall be the Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided in the manner prescribed by the laws of the State of Florida.
6. **Directors and Officers.** The directors and officers of Sunglass Hut in office on the Effective Date shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Date.** The Merger shall become effective on the date (the "Effective Date") on which Articles of Merger have been filed with the Department of State of the State of Florida.
8. **Amendment of Plan of Merger.** The Board of Directors of each of the Non-Surviving Corporations and Sunglass Hut is authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to Section 607.1103(8) of the BCA.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed on behalf of the parties hereto as of date written above.

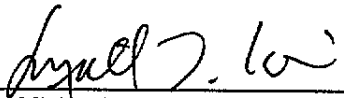
IHS DISTRIBUTION CORP.


By: Michael T. Cornelius, Assistant Secretary

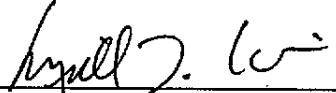
IHS PROCUREMENT CORP.


By: Michael T. Cornelius, Assistant Secretary

SHI SALES CORP.


By: Michael T. Cornelius, Assistant Secretary

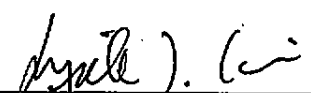
SUNGLASS HUT HOLDINGS OF MEXICO, INC.


By: Michael T. Cornelius, Assistant Secretary

SUNGLASS HUT OF MEXICO, INC.


By: Michael T. Cornelius, Assistant Secretary

SUNGLASS HUT CORPORATION


By: Michael T. Cornelius, Assistant Secretary