

**P32118**  
FLORIDA FILING & SEARCH SERVICES, INC.  
P.O. BOX 10662 TALLAHASSEE, FL 32302  
PH: (850) 668-4318 FX: (850) 668-3398

DATE: JUNE 28, 1999

ACCOUNT NO: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

*Abbie Hodge*  
*Merge*

RECEIVED

99 JUN 28 AM 11:24

TYPE OF FILING  
ARTICLES OF MERGER

500002916865--0

CORPORATE NAMES

HANS RESEARCH & DEVELOPMENT, INC.

INTO

BAUSCH & LOMB SURGICAL, INC.

FILED  
99 JUN 28 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SPECIAL INSTRUCTIONS:**

PLEASE RETURN 1 CERTIFIED COPY

COST: \_\_\_\_\_

\* 02250, 00524, 00672

*ADR*  
*7/2/99*

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HANSA RESEARCH & DEVELOPMENT INC., a Florida corporation 339617

INTO

**BAUSCH & LOMB SURGICAL, INC.**, a Delaware corporation, P32118

File date: July 2, 1999

Corporate Specialist: Annette Ramsey

Account number: FCA000000015

Account charged: 78.75



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 30, 1999

Florida Filing & Search Services, Inc.  
P.O. Box 10662  
Tallahassee, FL 32302

SUBJECT: BAUSCH & LOMB SURGICAL, INC.  
Ref. Number: P32118

We have received your document for BAUSCH & LOMB SURGICAL, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The agreement and plan of merger does not go with the Articles of Merger. The corporations that are listed in the plan of merger are not the same as the corporations listed on the Articles of Merger.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey  
Corporate Specialist

Letter Number: 799A00034559

*Please retain original file  
date. Thanks*

RECEIVED  
99 JUL -2 AM 8:43  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

RECEIVED

JUN 30 AM 8:31

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

June 28, 1999

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL

SUBJECT: BAUSCH & LOMB SURGICAL, INC.

Ref. Number: P32118

We have received your document for BAUSCH & LOMB SURGICAL, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

We have no corporation on file with the name "Hans Research & Development, Inc." Please have corrected or if this is a correct name, please supply a document number for us to locate it with.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6903.

Cheryl Coulliette  
Document Specialist

Letter Number: 999A00034070

*Please  
retain  
original  
file date*

**ARTICLES OF MERGER  
OF  
HANSA RESEARCH & DEVELOPMENT, INC.  
INTO  
BAUSCH & LOMB SURGICAL, INC.**

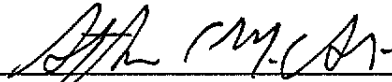
FILED  
99 JUN 28 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Business Corporation Act, the undersigned corporations certify the following:

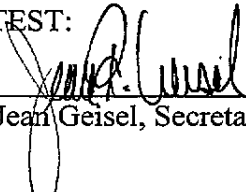
- (1) That Hansa Research & Development, Inc., a Florida corporation and Bausch & Lomb Surgical Inc., a Delaware corporation are hereby merged and that the above named Bausch & Lomb Surgical, Inc. is the surviving corporation.
- (2) That the Board of Directors of Hansa Research & Development, Inc., by unanimous written consent, adopted resolutions approving the Plan of Merger on June 24, 1999.
- (3) That the Board of Directors of Bausch & Lomb Surgical, Inc., by unanimous written consent, adopted resolutions approving the Plan of Merger on June 24, 1999.
- (4) That the Plan of Merger was submitted to and approved by the sole shareholder of Hansa Research & Development, Inc., Bausch & Lomb Incorporated, by written consent on June 24, 1999.
- (5) That the Plan of Merger was submitted to and approved by the sole shareholder of Bausch & Lomb Surgical, Inc., Bausch & Lomb Incorporated, by written consent on June 24, 1999.
- (6) That the Plan of Merger executed by Hansa Research & Development, Inc. and Bausch & Lomb Surgical, Inc. is attached to these articles as Exhibit A.

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the  
aforementioned corporations as of the 24<sup>th</sup> day of June, 1999.


HANSA RESEARCH & DEVELOPMENT, INC.

By:   
Steve McCluski, Vice President

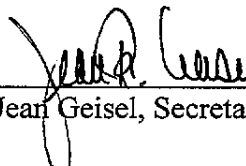
ATTEST:

By:   
Jean Geisel, Secretary

BAUSCH & LOMB SURGICAL, INC.

By:   
Steve McCluski, Vice President

ATTEST:

By:   
Jean Geisel, Secretary

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of the 24<sup>th</sup> day of June, 1999, by and between Hansa Research & Development, Inc., a Florida corporation ("Hansa") and Bausch & Lomb Surgical, Inc., a Delaware corporation ("B&L Surgical").

WHEREAS, the Boards of Directors of Hansa and B&L Surgical, respectively, deem it advisable and generally to the welfare of each corporation and their respective shareholders that Hansa merge with and into B&L Surgical under and pursuant to the provisions of the Business Corporation Act of the State of Florida and of the General Corporation Law of the State of Delaware.

NOW, THEREFORE, the parties to this agreement, by and between their respective Board of Directors, and in consideration of the mutual covenants, representations, warranties and agreements hereinafter set forth, and intending to be legally bound hereby, have agreed to merge Hansa into B&L Surgical, and do hereby agree upon and prescribe the terms and conditions of the merger and carrying the same into effect as follows:

1. (a) The name of each constituent corporation is as follows: Hansa Research & Development, Inc. and Bausch & Lomb Surgical, Inc.

(b) The name of the surviving corporation is Bausch & Lomb Surgical, Inc., which shall be governed by the laws of the State of Delaware.

2. Hansa has outstanding 500 shares at \$1 par value. B&L Surgical has outstanding 10 shares at \$1 par value. The number of shares aforementioned is not subject to change prior to the effective date of the merger.

3. The outstanding shares of Hansa are not to be converted into shares of B&L Surgical and shall be extinguished upon the effective date of the merger.

4. The terms and conditions of the merger are as follows:

(a) Articles of Merger of Hansa into B&L Surgical shall be filed in the office of the Secretary of State of Florida, and a Certificate of Merger of Hansa into B & L Surgical shall be filed in the office of the Secretary of State of Delaware. The effective date of the merger shall be the date the Certificate of Merger is filed in the office of the Secretary of State of Delaware.

(b) The Certificate of Incorporation, By-laws, directors and officers of B&L Surgical, as in effect at the time the merger shall become effective, shall be the Certificate of Incorporation, By-laws, directors and officers of the surviving corporation.

(c) When the merger shall become effective, the separate existence of Hansa shall cease, and said corporation shall be merged into B&L Surgical.

(d) Upon the merger becoming effective, all the property, real, personal, and mixed, rights, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of Hansa shall be transferred to, vested in, and devolve upon, B&L Surgical without further act or deed. The officers and Board of Directors of each corporation are hereby authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

5. B&L Surgical agrees that it may be served with process in Florida, and hereby irrevocably appoints the Secretary of State of the State of Florida as its agent to accept services of process, in any proceeding based upon any cause of action against Hansa arising in Florida prior to the issuance of the Articles of Merger by the Secretary of State of the State of Florida

IN WITNESS WHEREOF, each of the parties hereto have caused this Agreement and Plan of Merger to be executed by its respective Vice President as of the date first written above.

HANSA RESEARCH & DEVELOPMENT, INC.

By:   
Stephen C. McCluski, Vice President

BAUSCH & LOMB SURGICAL, INC.

By:   
Stephen C. McCluski, Vice President



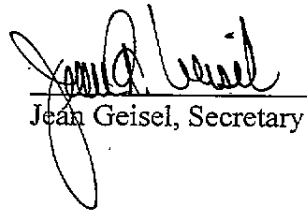
CERTIFICATE OF SECRETARY

OF

BAUSCH & LOMB SURGICAL, INC.

The undersigned, being the Secretary of Bausch & Lomb Surgical, Inc., does hereby certify that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of Bausch & Lomb Surgical, Inc. by its Vice President, was duly approved and adopted by the written consent of the sole shareholder of Bausch & Lomb Surgical, Inc. in accordance with Section 228 of the General Corporation Law of the State of Delaware.

Dated: June 24, 1999



Jean Geisel, Secretary


CERTIFICATE OF SECRETARY

OF

HANSA RESEARCH & DEVELOPMENT, INC.

The undersigned, being the Secretary of Hansa Research & Development, Inc., does hereby certify that the Agreement and Plan of Merger to which this Certificate is attached, after having been first duly signed on behalf of Hansa Research & Development, Inc. by its Vice President, was duly approved and adopted by the written consent of the sole shareholder of Hansa Research & Development, Inc. in accordance with Section 607.704 of the Business Corporation Act of the State of Florida.

Dated: June 24, 1999

  
\_\_\_\_\_  
Jean Geisel, Secretary