P37436

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LENSCRAFTERS, INC.

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T Roberts AUG 21 2009

August 20, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LENSCRAFTERS, INC.
PO BOX 8509, ATTN: TAX DEPT
MASON, OH 45040-7114US

SUBJECT: LENSCRAFTERS, INC.
REF: P37436

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tina Roberts
Regulatory Specialist II

FAX Aud. #: H09000185320
Letter Number: 309A00028214

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

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DIVISION OF CORPORATIONS

SECTION I
(1-3 MUST BE COMPLETED)

P37436
(Document number of corporation (if known))

1. LensCrafters, Inc.
(Name of corporation as it appears on the records of the Department of State)

2. Ohio
(Incorporated under laws of)

3. February 10, 1992
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? August 2, 2009

5. Luxottica Retail North America Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kerry Bradley
(Typed or printed name of person signing)

President, Luxottica Retail North
(Title of person signing)

[redacted]

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/31/2009	200921200366	MERGER/DOMESTIC (MER)	125.00	300.00	.00	.00	5.00

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UNISEARCH, INC.
4694 CEMETERY RD
PMB 217
HILLIARD, OH 43026

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

809398

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

LUXOTTICA RETAIL NORTH AMERICA INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGER/DOMESTIC	**200921200366**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 2nd day of August, A.D. 2009.

Ohio Secretary of State

Form 531 Prescribed by the
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
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CERTIFICATE OF MERGER

Filing Fee $125
(164-MERG)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. Name of the entity surviving the merger: LensCrafters, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

Luxottica Retail North America Inc.
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks):

☒ Domestic (Ohio) For-Profit Corporation, charter number 309998

☐ Domestic (Ohio) Nonprofit Corporation, charter number _____

☐ Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

☐ Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

☐ Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

☐ Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____

☐ Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____

☐ Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

☐ Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the State of Ohio

☐ Partnership, registration number, if any, _____

☐ Partnership NOT registered with the state of Ohio

☐ Domestic (Ohio) Limited Partnership, with registration number _____

☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

☐ Domestic (Ohio) Limited Liability Partnership, with the registration number _____

☐ Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____

☐ Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

II. **CONSTITUENT ENTITY**
Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If there is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration, or Registration Number	Jurisdiction of Formation	Type of Entity
Lux MASALA LLC		Delaware	LLC

III. **MERGER AGREEMENT ON FILE**
The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Luxottica Retail North America Inc. — Name
4000 Luxottica Place — Mailing Address
Mason — City
Ohio — State
45040 — Zip Code

IV. **EFFECTIVE DATE OF MERGER**
This merger is to be effective on 2-Aug-09 (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. **MERGER AUTHORIZED**
Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. **STATEMENT OF MERGER**
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. **STATUTORY AGENT**
If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

Name _____ Mailing Address _____

City _____ State Ohio Zip Code _____

VIII **ACCEPTANCE OF AGENT**
If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

Signature of Agent _____ Date _____

☐ If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident

IX **AMENDMENTS**
In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached ☒ No Amendments

X **REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE**
If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

XI QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY

A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

Name _____ Mailing Address _____

City _____ State Ohio Zip Code _____

☐ If the agent is an individual using a P.O. box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above so long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Qualifying Corporation (Section 1703.04)
(If the qualifying entity is a foreign corporation, the following information must be completed.)

(a) Name of the corporation in its jurisdiction of formation

_____

(b) If the corporate name is not available, the trade name under which it will do business in Ohio

_____

(c) Location and complete address of its principal office

_____
Mailing Address

_____ _____ _____
City State Zip Code

(d) Name of the county in which its principal office in Ohio, if any, is to be located

_____

(e) A brief summary of the corporate purpose to be exercised within Ohio

_____

_____

_____

(f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2 Foreign Notice (Section 1703.031)
(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

(b) Any trade name(s) under which the corporation will conduct business in Ohio

(c) Location of the corporation's main office (Non-Ohio)

Mailing Address

City State Zip Code

(d) Principal office location in Ohio

Mailing Address

City Ohio State Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

(e) The corporation will exercise the following purpose(s) in Ohio

3. Foreign Qualifying Limited Liability Company (Section 1706.54)
(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

(b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

(c) The limited liability company was formed on Date

under the laws of the jurisdiction of Jurisdiction

(d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address

City State Zip Code

4. Foreign Qualifying Limited Partnership under section 1782.49
(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) *Name of the limited partnership*

(b) The limited partnership was formed on
Date

Under the laws of the jurisdiction of
Jurisdiction

(c) Address of the office of the limited partnership in its jurisdiction of formation

Mailing Address

City State Zip Code

(d) Address of the limited partnership's principal office

Mailing Address

City State Zip Code

(e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name Mailing Address

Name Mailing Address

Name Mailing Address

Name Mailing Address

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

Mailing Address

City State Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. **Foreign Qualifying Limited Liability Partnership (Section 1776.85)** (If the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

(a) Name of the partnership

Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "L.L.P.," "RLLP," or "LLP."

(b) The partnership was formed under the laws of the jurisdiction of

(c) Address of the partnership's chief executive office

Mailing Address

City State Zip Code

(d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

Mailing Address

City Ohio State Zip Code

(e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

LensCrafters, Inc.
Exact name of entity

By: _____
Signature

Its: President, Luxottica Retail North America
Title

Date: July 30, 2009

LensCrafters, Inc.
Exact name of entity

By: _____
Signature

Its: Chief Financial and Administrative Officer
Title

Date: July 30, 2009

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

LensCrafters, Inc.
Exact name of entity

By: _____
Signature

Its: President, Luxottica Retail North America
Title

Date: July 30, 2009

LensCrafters, Inc.
Exact name of entity

By: _____
Signature

Its: Chief Financial and Administrative Officer
Title

Date: July 30, 2009

_____
Exact name of entity

By: _____
Signature

Its: _____
Title

Date: _____

_____
Exact name of entity

By: _____
Signature

Its: _____
Title

Date: _____

_____
Exact name of entity

By: _____
Signature

Its: _____
Title

Date: _____

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.36(A), 1776.78(A), 1782.43(A)).

#809398

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jennifer Brunner, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 11 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 31st day of July, 2009 A.D.

JENNIFER BRUNNER
Secretary of State

By: Mary Purnell

NOTICE: This is an official certification only when reproduced in red ink