

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32309
 (904) 224-0000 • 1-800-342-2062 • Fax (904) 222-1222

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 *****87.50 *****87.50

SoloVision
 Optical

FILED

97 JUN 27 PM 4:00

SECRETARY OF STATE
 TALAHASSEE, FLORIDA

- ___ Art of Mfr. File
- ___ F.D. Partnership File
- ___ Foreign Corp. File
- ___ I.C. File
- ___ Fictitious Name File
- ___ Name Reservation
- ___ Merger File
- ☒ Art. of Amend. File
- ___ RA Resignation
- ___ Dissolution / Withdrawal
- ___ Annual Report / Reinstatement
- ☒ Cert. Copy
- ___ Photo Copy
- ___ Certificate of Good Standing
- ___ Certificate of Status
- ___ Certificate of Fictitious Name
- ___ Corp Record Search
- ___ Officer Search
- ___ Fictitious Search
- ___ Fictitious Owner Search
- ___ Vehicle Search
- ___ Outing Record
- ___ U.C. Fict. File
- ___ U.C. Fict. Search
- ___ U.C. Fict. Release
- ___ Canceled

1st

Amended
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 arts

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Amended
 & Restated
 C.C.

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 97 JUN 27 AM 11:30
 DIVISION OF CORPORATION

Signature

Requested by

Name

Walk-In

6/27

1:42

Date

Time

Will Pick Up

FILED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION 97 JUN 27 PM 4:00
OF
SOLOVISION OPTICAL, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Original Articles of Incorporation filed with
the Florida Department of State on
October 10, 1994

On June 25, 1997, the Board of Directors and shareholders of Solovision Optical, Inc. (the "Corporation"), duly adopted the following amended and restated articles of incorporation pursuant to the provisions of Sections 607.1003 and 607.1007 of the Florida Business Corporation Act:

ARTICLE I

Name

The name of the corporation is Solovision Optical, Inc. (hereinafter called the "Corporation").

ARTICLE II

Principal Office

The address of the principal office and the mailing address of the Corporation is 2 Northeast 40th Street, Miami, Florida 33137.

ARTICLE III

Capital Stock

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares Authorized</u>	<u>Par Value Per Share</u>	<u>Class of Stock</u>
1000	\$1.00	common

ARTICLE IV

Registered Office and Registered Agent

The street address of the Corporation's registered office in the State of Florida is 2 Northeast 40th Street, City of Miami, County of Dade, Florida 33137 and the name of its registered agent at such office is Solomon Ovadia.

ARTICLE V

Board of Directors

The Board of Directors of the Corporation shall consist of no less than one and no more than five directors.

ARTICLE VI

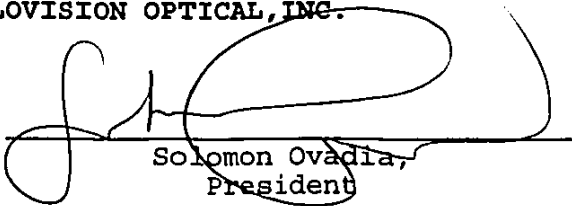
Indemnification

This Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent not prohibited by any law in existence either now or hereafter.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation on June 25, 1997.

SOLOVISION OPTICAL, INC.

By:

A large, stylized handwritten signature in black ink, appearing to be 'S Ovadia', is written over a horizontal line.

Solomon Ovadia,
President

CERTIFICATE
OF THE
PRESIDENT
OF
SOLOVISION OPTICAL, INC.

Pursuant to the provisions of Section 607.1007(4) of the Florida Business Corporation Act, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of Solovision Optical, Inc. (the "Corporation"), attached hereto contain certain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has only one class of capital stock outstanding and the Corporation's shareholders duly adopted all of the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation by unanimous written consent on June 25, 1997, pursuant to Section 607.0704 of the Florida Business Corporation Act.

SOLOVISION OPTICAL, INC.

By: _____

Solomon Ovadia,
President

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32309
(904) 224-8870 • 1-800-432-8862 • Fax (904) 229-1222

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att: 504

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*****70.00 *****70.00

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*****52.50 *****52.50

SoloVision Optical, Inc

to the

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

97 JUN 27 21:10:46

97 JUN 27 PM 4:01

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Significance

Requested by _____

Name

Walk-In

Judith
Kenney
requested change
of effective date
to 6/27

6/26
Date

9:48
time

will pick up . . . 6

Jon
Mergers
C.C.

P94000074353

ARTICLES OF MERGER
Merger Sheet

MERGING:

SORRENTO EYEWEAR, INC., a Florida corporation, P96000088297

INTO

SOLOVISION OPTICAL, INC., a Florida corporation, P94000074353

File date: June 27, 1997

Corporate Specialist: Joy Moon-French

ARTICLES OF MERGER
OF
SORRENTO EYEWEAR, INC.
INTO
SOLOVISION OPTICAL, INC.

FILED

97 JUN 27 PM 4:01

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.0704, 607.1101, 607.1103 and 607.1105 of the Florida Business Corporation Act, Sorrento Eyewear, Inc., a Florida corporation ("Sorrento"), and Solovision Optical, Inc., a Florida corporation ("Solovision") hereby adopt the following Articles of Merger for the purpose of merging Sorrento with and into Solovision (the "Merger"):

FIRST: The names of the corporations that are parties to the Merger are:

Sorrento Eyewear, Inc.
Solovision Optical, Inc.

SECOND: The effective date of the Merger shall be June 27, 1997 (the "Effective Date").

THIRD: On the Effective Date, each outstanding share of Sorrento Common Stock shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into 0.047 shares of Solovision Common Stock.

FOURTH: All of the shareholders and directors of Sorrento adopted the plan of merger on June 25, 1997, by written consent in accordance with the provisions of Sections 607.0704, 607.0821 and 607.1103 of the Florida General Corporation Act.

FIFTH: All of the shareholders and directors of Solovision adopted the plan of merger on June 25, 1997, by written consent in accordance with the provisions of Sections 607.0704, 607.0821 and 607.1103 of the Florida General Corporation Act.

.IN WITNESS WHEREOF, Sorrento and Solovision have caused these Articles of Merger to be executed in their respective corporate names and on their behalf by their respective presidents on June 25, 1997.

SORRENTO EYEWEAR, INC.

By: _____

Solomon Ovadia
President

SOLOVISION OPTICAL, INC.

By: _____

Solomon Ovadia
President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into on June 25, 1997, by and between Solovision Optical, Inc., a Florida corporation ("Solovision" or the "Surviving Corporation"), and Sorrento Eyewear, Inc. a Florida corporation ("Sorrento").

PRELIMINARY STATEMENTS

A. The authorized capital stock of Solovision consists of 1,000 shares of common stock, par value \$1.00 per share (the "Solovision Common Stock"), 100 shares of which are outstanding.

B. The authorized capital stock of Sorrento consists of 1,000 shares of common stock, par value \$1.00 per share (the "Sorrento Common Stock"), 1,000 shares of which are outstanding.

C. Upon the effectiveness of the merger of Sorrento with and into Solovision (the "Merger"), the shareholders of Sorrento will own thirty-two percent (32%) of the outstanding Solovision Common Stock.

D. The Boards of Directors and the shareholders of Sorrento and Solovision hereto deem it desirable (and have heretofore approved), upon the terms and subject to the conditions herein stated, that Sorrento be merged with and into Solovision and that Solovision be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

Section 1

Term

On the Effective Date (as hereinafter defined), Sorrento shall be merged with and into Solovision, with Solovision as the surviving corporation.

Section 2

Effective Date

The Merger shall be effective on June 27, 1997.

Section 3Conversion of Shares

On the Effective Date, all shares of Sorrento Common Stock outstanding immediately prior to the effectiveness of the Merger shall be converted, by virtue of the merger and without any action on the part of the holder thereof, into forty-seven (47) shares of Solovision on a pro rata basis.

Section 4Articles of Incorporation and Bylaws

Upon the Effective Date, the Articles of Incorporation and Bylaws of Solovision shall be the Articles of Incorporation and Bylaws of the Surviving Corporation unless and until amended as provided by law.

SOLOVISION OPTICAL, INC.

By: 

Solomon Ovadia, President

SORRENTO EYEWEAR, INC.

By: 

Solomon Ovadia, President

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

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Solovision Optical,
Inc.

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****122.50 ****122.50

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Name Reservation _____
✓ Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
✓ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search 6/20 _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

RECEIVED
97 JUN 27 AM 10:46
DIVISION OF CORPORATION

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97 JUN 27 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Signature _____

Requested by DM

Name _____

Date 6/27

Time 10:10

Walk-In _____

Will Pick Up 6

John Merger
C.C.

P94000074353

ARTICLES OF MERGER
Merger Sheet

MERGING:

OCEAN ACQUISITION CORPORATION, a Florida corporation, P97000052175

INTO

SOLOVISION OPTICAL, INC., a Florida corporation, P94000074353

File date: June 27, 1997

Corporate Specialist: Joy Moon-French

**ARTICLES OF MERGER
of
OCEAN ACQUISITION CORPORATION
a Florida corporation,
and
SOLOVISION OPTICAL, INC.,
a Florida corporation**

FILED
97 JUN 27 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

1. The names of the merging corporations are Ocean Acquisition Corporation, which is a business corporation organized under the laws of the State of Florida and which shall be the disappearing corporation ("Disappearing Corporation"), and Solovision Optical, Inc., which is a business corporation organized under the laws of the State of Florida which shall be the surviving corporation ("Surviving Corporation").

2. The Surviving Corporation will continue its existence as the surviving corporation under its current name pursuant to the provisions of the laws of the State of Florida.


3. The merger shall be effective on the filing date of these Articles of Merger.

4. The Agreement and Plan of Merger was approved and adopted by the shareholders of the Disappearing Corporation by written consent dated June 19, 1997, and by the shareholders of the Surviving Corporation by written consent dated June 25, 1997. A copy of the Plan of Merger is attached hereto as Exhibit "A."

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed these Articles of Merger as of the 26th day of June, 1997.

"DISAPPEARING CORPORATION"

OCEAN ACQUISITION CORPORATION
a Florida corporation

By: 
Kenneth J. Gordon, President

"SURVIVING CORPORATION"

SOLOVISION OPTICAL, INC., a Florida
corporation

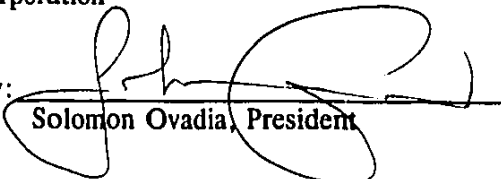
By: 
Solomon Ovadia, President

EXHIBIT "A"
PLAN OF MERGER
OF
SOLOVISION OPTICAL, INC.
AND
OCEAN ACQUISITION CORPORATION

THIS PLAN OF MERGER (the "Plan") is entered into this 26th day of June, 1997, by and between SOLOVISION OPTICAL, INC., a Florida corporation (the "Surviving Corporation"), and OCEAN ACQUISITION CORPORATION, a Florida corporation (the "Disappearing Corporation"), as approved by the Board of Directors and shareholders of said corporations:

R E C I T A L S:

A. Both the Surviving Corporation and the Disappearing Corporations are duly organized and existing under the laws of the State of Florida.

B. Directors of the Disappearing Corporation and the Surviving Corporation believe that the merger of the Disappearing Corporation into the Surviving Corporation would be advantageous and beneficial to the respective shareholders, employees and customers of those corporations.

C. Disappearing Corporation and Surviving Corporation have agreed that the Disappearing Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Plan and in order to consummate the transaction described above, Disappearing Corporation and Surviving Corporation, the constituent corporations to this Plan, agree as follows:

1. Merger. Disappearing Corporation shall be merged with and into Surviving Corporation.

2. Filing and Effective Time. Surviving Corporation shall file with the Florida Department of State Articles of Merger pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"). The effective date of the merger (the "Effective Date") shall be the date of filing of the Articles of Merger.

3. Surviving Corporation. The Surviving Corporation shall continue its existence under its current name pursuant to the provisions of the Florida Act and shall succeed without other transfer to all the rights and properties of the Disappearing Corporation and shall be subject to all the debts and liabilities of the Disappearing Corporation in the same manner as if Surviving Corporation had incurred them in accordance with the laws of the State of Florida.

4. Disappearing Corporation. The separate existence of the Disappearing Corporation shall cease upon the Effective Date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Terms of the Merger. Each share of the Disappearing Corporation's common stock outstanding on the Effective Date shall, by virtue of the Merger, become a share of the common stock of the Surviving Corporation. All of the outstanding shares of the Surviving Corporation's common stock owned by the shareholders of the Surviving Corporation immediately prior to the Merger (the "Cancelled Shares") shall be cancelled, shall cease to exist and shall be converted into the right to receive the consideration specified in Section 1.3(a) of that certain Agreement and Plan of Merger dated as of June 26, 1997, among the Disappearing Corporation, the Surviving Corporation, Ocean Optique Distributors, Inc., Solomon Ovadia, Leon Wildstein, and Ovadia Family Trust No. 2.

6. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

7. Bylaws. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Act.

8. Directors and Officers. The directors and officers of the Surviving Corporation prior to the Effective Date shall remain the directors and the 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.

9. Approval. This Plan has previously been submitted to and approved by the Board of Directors and Shareholders of the Disappearing Corporation and the Board of Directors and Shareholders of the Surviving Corporation. Subsequent to the execution of this Plan by the appropriate officers of the Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to, cause to be executed and filed such documents prescribed by the laws of the State of Florida and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Plan.

10. Amendment. This Plan may be amended with the approval of the Boards of Directors of Surviving Corporation and Disappearing Corporation at any time prior to the filing of Articles of Merger with the Florida Department of State, provided that any amendment made subsequent to the adoption of this Plan by the shareholders of Disappearing Corporation or Surviving Corporation shall not (a) alter or change any term of the Articles of Incorporation of the Surviving Corporation or (b) alter or change any of the terms and conditions of this Plan if such alteration or change would adversely affect the holders of common stock of the Surviving Corporation or Disappearing Corporation.

11. Governing Law. This Plan shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

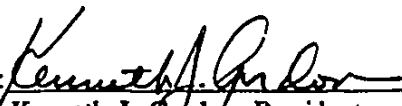
12. Further Assurances. Each of the parties hereto shall take or cause to be taken all actions, and do or cause to be done all things, necessary, proper or advisable to effectuate the merger.

13. Counterparts. This Plan may be executed in one or more counterparts, each of which will be deemed an original and all of which together will constitute one and the same instrument.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Plan as of the date first above written.


"DISAPPEARING CORPORATION"

OCEAN ACQUISITION CORPORATION
a Florida corporation

By: 
Kenneth J. Gordon, President

"SURVIVING CORPORATION"

SOLOVISION OPTICAL, INC., a Florida
corporation

By: 
Solomon Ovadia, President