

P95000032626

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

NS ENTERPRISES, INC. OF JACKSONVILLE, a Florida corporation,  
P92000009490

INTO

LENS ENTERPRISES OF JACKSONVILLE, INC., a Florida corporation,  
P95000032626.

File date: December 30, 1996

Corporate Specialist: Linda Stitt

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DEC 30 '96 5:15 PM FROM MAHONEY ADAMS & CRISER, P.A. TO 1549200191574 1/06

12/30/96

FLORIDA DIVISION OF CORPORATIONS  
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CONTACT: CORINNE P MCCLURE  
PHONE: (904)354-1100 FAX #: (904)798-2661

NAME: LENS ENTERPRISES OF JACKSONVILLE, INC.  
AUDIT NUMBER.....H96000018148  
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**Articles of Merger of  
NS ENTERPRISES, INC. OF JACKSONVILLE, a Florida corporation,  
into  
LENS ENTERPRISES OF JACKSONVILLE, INC., a Florida corporation  
("Surviving Corporation")**

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The following plan of merger (the "Plan of Merger") was approved by the shareholders of each of the undersigned corporations in the manner prescribed by the Florida Business Corporation Act:

See Exhibit "A" attached hereto

Second: The Surviving Corporation is Lens Enterprises of Jacksonville, Inc.

Third: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares entitled to vote on such plan, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>	<u>Number of Shares Entitled To Vote</u>
NS Enterprises, Inc. of Jacksonville	10,000	100
Lens Enterprises of Jacksonville, Inc.	1,000	10

Fourth: The Shareholders of each of the undersigned corporations unanimously adopted the Plan of Merger on December 30, 1996.

Fifth: The Effective Date of the merger described herein shall be the date on which these Articles of Merger are filed with the Florida Department of State.

Prepared by Kimberly N. Rhodes, Esq.  
Mahoney Adams & Criser, P.A.  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 354-1100  
Attorney No. 0986755

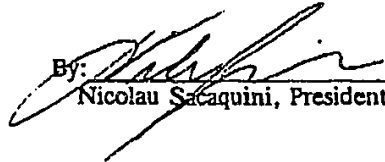
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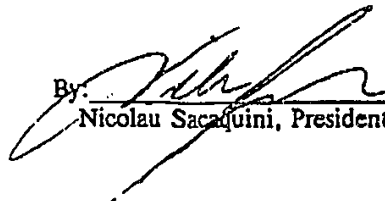
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Dated: December 30, 1996.

NS ENTERPRISES, INC. OF JACKSONVILLE

By:   
Nicolau Sacquini, President

LENS ENTERPRISES OF JACKSONVILLE, INC.

By:   
Nicolau Sacquini, President

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into this 30 day of December, 1996, by and between NS Enterprises, Inc. of Jacksonville, a Florida corporation ("NS"), and Lens Enterprises of Jacksonville, Inc., a Florida corporation ("Lens").

WITNESSETH:

WHEREAS, NS is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida; and

WHEREAS, NS is authorized to issue Ten Thousand (10,000) shares of voting Common Stock, \$1.00 par value ("NS Common Stock"), of which One Hundred (100) shares of NS Common Stock are issued and outstanding; and

WHEREAS, Lens is a corporation duly organized and validly existing under the laws of the State of Florida; and

WHEREAS, Lens is authorized to issue One Thousand (1,000) shares of voting common Stock, par value \$0.01 (the "Lens Common Stock"), of which Ten (10) shares of Lens Common Stock are issued and outstanding; and

WHEREAS, the respective Boards of Directors and Shareholders of NS and Lens deem it advisable, for the benefit of their respective corporations and shareholders, that NS be merged into Lens, with Lens as the surviving corporation (in its capacity as surviving corporation, Lens is hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and have approved this Agreement pursuant to written consents in lieu of a meeting dated December 30, 1996; and

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or desirable, the parties hereto agree as follows:

1. Merger. The names of the corporations which propose to merge are NS Enterprises, Inc. of Jacksonville ("NS") and Lens Enterprises of Jacksonville, Inc. ("Lens"). In accordance with the provisions of the Florida Act, at the Effective Date (as hereinafter defined), NS shall be merged into Lens and Lens shall be the Surviving Corporation and as such shall continue to be governed by the laws of the State of Florida.

2. Continuation of Corporate Existence. Except as may otherwise be set forth herein, the corporate existence and identity of Lens, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the corporate existence and identity of NS with all its purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of Lens and the

Exhibit "A"

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Surviving Corporation shall be vested fully therewith and the separate corporate existence and identity of NS shall thereafter cease except to the extent continued by statute.

3. Effective Date. The merger shall become effective (the "Effective Date") immediately upon the filing of this Agreement and Plan of Merger and the Articles of Merger with the Secretary of State of the State of Florida pursuant to the Florida Act.

4. Corporate Government.

a. The Articles of Incorporation of Lens, as in effect on the Effective Date, shall continue in full force and effect and shall be the Articles of Incorporation of the Surviving Corporation.

b. The Bylaws of Lens, as in effect as of the Effective Date, shall continue in full force and effect and shall be the Bylaws of the Surviving Corporation.

c. The members of the Board of Directors and the officers of the Surviving Corporation shall be the persons holding such positions for Lens as of the Effective Date.

5. Conversion of Shares. The manner and basis of converting the NS Common Stock into the Lens Common Stock shall be as follows:

a. The shares of NS Common Stock which shall be outstanding immediately prior to the Effective Date shall at the Effective Date, by virtue of the merger and without any action on the part of the holder thereof, be deemed terminated and of no further force or effect, in recognition that Lens and NS have the same sole shareholder.

b. The stock transfer books of NS shall be closed as of the close of business on the Effective Date and no transfer of record of any of the NS Common Stock shall take place thereafter.

6. Rights and Liabilities of the Surviving Corporation. The Surviving Corporation shall have the following rights and obligations:

a. The Surviving Corporation shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, of either a public or private nature, of NS and all property, real, personal and mixed and all debts due on whatever account, including subscription to shares and all other choses in action and every other interest of or belonging or due

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to NS shall be taken and deemed to be transferred or invested in the Surviving Corporation without further act or deed.

c. At the Effective Date, the Surviving Corporation shall thenceforth be responsible and liable for all liabilities and obligations of NS and any claim existing or action or proceeding pending by or against NS or Lens may be prosecuted as if the merger had not occurred or the Surviving Corporation may be substituted in its place. Neither the rights of creditors nor any liens upon the property of NS or Lens shall be impaired by the merger.

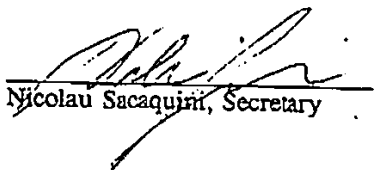
7. Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be Lens Enterprises of Jacksonville, Inc.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger as of the day and year first above written.

Attest:

"NS"

NS ENTERPRISES, INC. OF JACKSONVILLE

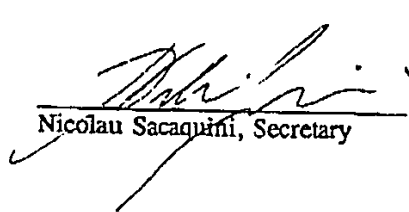
  
Nicolau Sacacchini, Secretary

By:   
Nicolau Sacacchini, President

Attest:

"LENS"

LENS ENTERPRISES OF JACKSONVILLE, INC.

  
Nicolau Sacacchini, Secretary

By:   
Nicolau Sacacchini, President