

P96000026082

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MERGER OR SHARE EXCHANGE

ESSILOR LABORATORIES OF AMERICA HOLDING CO., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number (If known/applicable)
Essilor Laboratories of America Holding Co., Inc.	Florida	296000026082

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/applicable)
Essilor Laboratories of America Holding Co. II, INC.	Delaware	

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 08 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/24/08

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/24/08

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

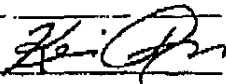
Typed or Printed Name of Individual & Title

Essilor Laboratories of
America Holding Co., Inc.

By: 

KEVIN RUPP - VP - FINANCE

Essilor Laboratories of
America Holding Co. II, Inc.

By: 

KEVIN RUPP - VP - FINANCE

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Essilor Laboratories of America
Holding Co., Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Essilor Laboratories of America
Holding Co., Inc.

Jurisdiction

Delaware

Third: The terms and conditions of the merger are as follows:

See attached.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See attached.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Third:

Essilor Laboratories of America Holding Co. II, Inc. shall, pursuant to the provisions of the Florida Business Corporation Act (the "FBCA") and pursuant to the provisions of the Delaware General Corporation Law (the "DGCL"), be merged into Essilor Laboratories of America Holding Co., Inc., which shall be the surviving corporation upon the effective time and date (as defined herein) of the merger in the jurisdiction of its organization and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation pursuant to the provisions of the FBCA. The separate existence of Essilor Laboratories of America Holding Co. II, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease upon the effective time and date of the merger in accordance with the provisions of the DGCL. The effective time and date of the merger shall be 11:59:00 p.m. Eastern Standard Time on December 31, 2008 (the "Effective Time and Date").

Fourth:

The issued shares of the non-surviving corporation shall not be converted or exchanged in any manner inasmuch as the sole shareholder of non-surviving corporation and the sole shareholder of the surviving corporation are the same, said shareholder owning 100% of the issued shares of both corporations. Each of the issued shares of the non-surviving corporation shall be surrendered and extinguished upon the Effective Time and Date of the merger in the jurisdiction of its organization. The issued shares of surviving corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the Effective Time and Date of the merger shall continue to represent one issued share of the surviving corporation.