

(((H09000067738 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number

: (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM

Account Number : FCA000000023 Phone ; (850)222-1092 Fax Number

: (850)878-5368

MERGER OR SHARE EXCHANGE

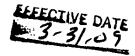
ESSILOR LABORATORIES OF AMERICA HOLDING CO., INC.

Certificate of Status	0
Certified Copy	. 0
Page Count	06
Estimated Charge	\$70,00

Corporate Filing Menu

3/23/2009

Electronic Filing Menu



2009 MAR 23 AM 8:51
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.

Name	<u>Inrisdiction</u>	Document Number (If known/applienble)
of America Holding Co., Inc.	Florida	P96000026082
Second: The name and jurisdiction of each	h merging corporation:	
Name	<u>Jurisdiction</u>	Document Number (If known/ applicable)
Omega Optical Holdings, Inc.	Delaware	
·		
Third: The Plan of Merger is attached.		
Fourth: The merger shall become effective Department of State.	e on the date the Articles	of Merger are filed with the Florida
		ate cannot be prior to the date of filing or more
	ufter merger tile date.)	
Fifth: Adoption of Merger by <u>surviving</u> of The Plan of Merger was adopted by the shi		
The Plan of Merger was adopted by the bo March 23, 2009 and shareholde		
	r approval was not require	
Sixth: Adoption of Merger by <u>merging</u> co The Plan of Merger was adopted by the sha	opporation(s) (COMPLETE of the merging of	ONLY ONE STATEMENT) Corporation(s) on
The Plan of Merger was adopted by the box	and of directors of the men	zina carnacritan(s) an

(Attach additional sheets if necessary)

).

Seventh: SIGNATURES FOR EACH CORPORATION Name of Corporation Signature of an Officer or Director Omega Optical Holdings, Inc. Epider Laboratories of Asserta Mobile Co., Ma. John Carrier, President

PLAN OF MERGER

(Merger of subsidiary corporation(s)).

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the <u>parent</u> corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name	Jurisdiction
Essilor Laboratories of America Holding Co., Inc.	Florida
The name and jurisdiction of each subsidiary corporation:	
<u>Name</u>	Jurisdiction
Omega Optical Holdings, Inc.	Delaware
The manner and basis of converting the shares of the subside securities of the parent or any other corporation or, in whole manner and basis of converting rights to acquire shares of obligations, and other securities of the surviving or any other property are as follows:	e or in part, into cash or other property, and the such corporation into rights to acquire shares,

Please see insert #1 attached hereto and incorporated herein by reference.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rate issuance of shores of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Please see Insert #2 attached hereto and incorporated herein by reference.

Insert # 1

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 is the surviving corporation owning 100% of the issued shares of the non-surviving 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.

Insert # 2

Omega Optical Holdings, 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 Omega Optical Holdings, 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 March 31, 2009 (the "Effective Time and Date").