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## MERGER OR SHARE EXCHANGE

ESSILOR LABORATORIES OF AMERICA HOLDING CO., INC.

Certificate of Status	0
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**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Escilor Laboratories <sup>of</sup> America Holding Co., Inc.	Florida	P96000026082

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Omega Optical Holdings, 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 03 / 31 / 09 (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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on March 23, 2009 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on March 23, 2009 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

**Omega Optical Holdings, Inc.**

Reza Akbarpour

Peggy Hintergardt, Secretary

Essex Laboratories of America Kelsing Co., Inc.

*[Signature]*

**John Carlier, 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 parent 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:

Name

Jurisdiction

Omega Optical Holdings, Inc.

Delaware

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

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 rata issuance of shares 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").