

P96000042730

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H04000253874 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)205-0380

From:  
Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)222-1092  
Fax Number : (850)222-9428

RECEIVED

04 DEC 28 AM 11:43

DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

SUNGLASS HUT INTERNATIONAL, INC.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$105.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

04 DEC 28 PM 3:38

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

12/28  
na-mall

**ARTICLES OF MERGER  
OF  
SUNGLASS HUT HOLDINGS OF FRANCE, INC.,  
a Florida corporation  
AND  
SUNGLASS HUT OF SOUTHERN FRANCE, INC.,  
a Florida corporation  
WITH AND INTO  
SUNGLASS HUT INTERNATIONAL, INC.,  
a Florida corporation**

**FILED**  
04 DEC 28 PM 3:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 and Section 607.1105 of the Florida Business Corporation Act, SUNGLASS HUT HOLDINGS OF FRANCE, INC. and SUNGLASS HUT OF SOUTHERN FRANCE, INC., each a Florida corporation (collectively referred to herein as "SGH FRANCE"), and SUNGLASS HUT INTERNATIONAL, INC., a Florida corporation ("SGH INT'L"), hereby adopt the following Articles of Merger for the purpose of merging SGH FRANCE with and into SGH INT'L (the "Merger").

**FIRST:** The Plan of Merger, pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), is as set forth in these Articles of Merger, including Exhibit A attached hereto (the "Plan of Merger").

**SECOND:** The Merger shall be effective upon filing with the office of the Florida Secretary of State (the "Effective Time"). At the Effective Time SGH FRANCE shall be merged with and into SGH INT'L with SGH INT'L being the surviving corporation of the Merger (the "Surviving Corporation") and the separate existence of SGH FRANCE shall thereupon cease. The Merger shall have the effects set forth in Section 607.1106 and Section 607.1107 of the FBCA.

**THIRD:** The Articles of Incorporation of SGH INT'L as in force and effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

**FOURTH:** The Bylaws of SGH INT'L as in force and effect at the effective date shall be the Bylaws of the Surviving Corporation.

**FIFTH:** The directors and officers in office of SGH INT'L upon the effective date of the Merger shall be the members of the first Board of Directors and the first 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.

**SIXTH:** (i) Each share of SGH FRANCE's capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being issued or paid therefor, and (ii) each share of SGH INT'L's capital stock, issued and outstanding immediately

prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

SEVENTH: The Plan of Merger was approved by written consent of the sole shareholder of SGH FRANCE and by written consent of the sole shareholder of SGH INT'L dated as of November 30, 2004.

IN WITNESS WHEREOF, each of SGH FRANCE and SGH INT'L have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer on December 21, 2004.

SUNGLASS HUT INTERNATIONAL, INC.,  
a Florida corporation

By: Valerio Giacobbi  
Valerio Giacobbi, Vice President

SUNGLASS HUT HOLDINGS  
OF FRANCE, INC.,  
a Florida corporation

By: Valerio Giacobbi  
Valerio Giacobbi, Vice President

SUNGLASS HUT OF  
SOUTHERN FRANCE, INC.,  
a Florida corporation

By: Valerio Giacobbi  
Valerio Giacobbi, Vice President

## AGREEMENT AND PLAN OF MERGER.

THIS PLAN AND AGREEMENT OF MERGER, dated ~~December 28~~ 30 2004 (this "Agreement"), is entered into by and among SUNGLASS HUT INTERNATIONAL, INC., a Florida corporation (the "Surviving Corporation") and SUNGLASS HUT HOLDINGS OF FRANCE, INC., a Florida corporation, and SUNGLASS HUT OF SOUTHERN FRANCE, INC., a Florida corporation (collectively with Sunglass Hut Holdings of France, Inc., hereinafter referred to as the "Disappearing Corporations") (the Surviving Corporation and the Disappearing Corporations are sometimes hereinafter referred to as the "Constituent Corporations"), pursuant to Chapter 607 of the Florida Business Corporation Act (the "FBCA").

The respective Boards of Directors of the Constituent Corporations believe that it is in the best interests of the Constituent Corporations and their respective shareholders to merge the Disappearing Corporations with and into the Surviving Corporation under and pursuant to the provisions of this Agreement and the FBCA.

### Agreement

In consideration of the Recitals and of the mutual agreements contained in this Agreement, the parties hereto agree as set forth below.

1. **MERGER.** The Disappearing Corporations shall be merged with and into the Surviving Corporation (the "Merger").

**EFFECTIVE DATE.** The Merger shall become effective immediately upon the later of the filing of this Agreement or the filing of Articles of Merger with the Secretary of State of Florida in accordance with the FBCA; provided, however, that if such Certificate of Merger and Articles of Merger specify a later time, then the Merger shall become effective upon such specified later time. The time of such effectiveness is hereinafter called the "Effective Date".

**SURVIVING CORPORATION.** Sunglass Hut International, Inc. shall be the surviving corporation of the Merger and shall continue to be governed by the laws of the State of Florida. On the Effective Date, the separate corporate existence of the Disappearing Corporations shall cease.

**ARTICLES OF INCORPORATION.** The Articles of Incorporation of the Surviving Corporation as it exists on the Effective Date shall be the Articles of Incorporation of the Surviving Corporation following the Effective Date.

**BYLAWS.** The Bylaws of the Surviving Corporation as they exist on the Effective Date shall be the Bylaws of the Surviving Corporation following the Effective Date.

**BOARD OF DIRECTORS AND OFFICERS.** The members of the Board of Directors and the officers of the Surviving Corporation immediately prior to the Effective Date shall be the members of the Board of Directors and the officers of the Surviving Corporation following the Effective Date, and such persons shall serve in such offices for the terms provided by law or in the Surviving Corporation's Articles of Incorporation and Bylaws, or until their respective successors are elected and qualified.

**CAPITAL STOCK.** (i) Each share of the Disappearing Corporations' capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled without any consideration being issued or paid therefore, and (ii) each share of the Surviving Corporations' capital stock, issued and outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain issued and outstanding as in effect immediately prior to the Merger.

**TERMINATION.** This Agreement may be terminated and abandoned by action of the respective Board of Directors of the Disappearing Corporations and the Surviving Corporation at any time prior to the Effective Date, whether before or after approval by the shareholders of either or both of the parties hereto.

**AMENDMENT.** The Boards of Directors of the parties hereto may amend this Agreement at any time prior to the Effective Date.

**INSPECTION OF AGREEMENT.** Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 4000 Luxottica Place, Mason, Ohio 45040. The Surviving Corporation on request and without cost shall furnish a copy of this Agreement to any shareholder of either the Disappearing Corporations or the Surviving Corporation.

**GOVERNING LAW.** This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

**SERVICE OF PROCESS.** On and after the Effective Date, the Surviving Corporation agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of the Disappearing Corporations and the Surviving Corporation arising from the Merger.

---

*Remainder of page intentionally left blank.*

*Signature page immediately follows.*

---

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf by its officers duly authorized, all as of the date first above written.

SUNGLASS HUT INTERNATIONAL, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Valerio Giacobbi, Vice President

By: Michael A. Boxer \_\_\_\_\_  
Michael A. Boxer, Secretary

SUNGLASS HUT HOLDINGS OF FRANCE, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Valerio Giacobbi, Vice President

By: Michael A. Boxer \_\_\_\_\_  
Michael A. Boxer, Secretary

SUNGLASS HUT OF SOUTHERN FRANCE, INC.,  
a Florida corporation

By: \_\_\_\_\_  
Valerio Giacobbi, Vice President

By: Michael A. Boxer \_\_\_\_\_  
Michael A. Boxer, Secretary

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement and Plan of Merger to be executed on its behalf by its officers duly authorized, all as of the date first above written.

SUNGLASS HUT INTERNATIONAL, INC.,  
a Florida corporation

By: \_\_\_\_\_

Valerio Giacobbi, Vice President

By: \_\_\_\_\_

Michael A. Boxer, Secretary

SUNGLASS HUT HOLDINGS OF FRANCE, INC.,  
a Florida corporation

By: \_\_\_\_\_

Valerio Giacobbi, Vice President

By: \_\_\_\_\_

Michael A. Boxer, Secretary

SUNGLASS HUT OF SOUTHERN FRANCE, INC.,  
a Florida corporation

By: \_\_\_\_\_

Valerio Giacobbi, Vice President

By: \_\_\_\_\_

Michael A. Boxer, Secretary