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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

Sunglass Hut International, Inc.

Certificate of Status	0
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C. Coulllette JUL 27 2006

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

First: Sunglass Hut International, Inc., a Florida corporation, will be the surviving corporation in the merger.

Second: Watch World Licensing Corp., a Delaware corporation, is the merging corporation.

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at 11:00 p.m., Eastern Daylight Time, on July 29, 2006.

Fifth: The Plan of Merger was adopted by the Board of Directors of the surviving corporation as of July 26, 2006. Shareholder approval was not required pursuant to Section 607.1104 of the Florida Business Corporation Act because Sunglass Hut International, Inc. owns all of the outstanding shares of capital stock of Watch World Licensing Corp.

Sixth: Pursuant to Section 253 of the General Corporation Law of the State of Delaware, neither the Board of Directors nor the shareholders of the merging corporation were required to approve the Plan of Merger because Sunglass Hut International, Inc. owns all of the outstanding shares of capital stock of Watch World Licensing Corp.

Seventh: These Articles of Merger may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

EFFECTIVE DATE
07-29-06

[Signature page follows]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of
July 20, 2006.

SUNGLASS HUT INTERNATIONAL, INC.

By: 

Name: JACK S. DENNIS

Title: VICE PRESIDENT & CHIEF FINANCIAL OFFICER

WATCH WORLD LICENSING CORP.

By: _____

Name: Claudio Del Vecchio

Title: Co-Chief Executive Officer

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of July 26, 2006.

SUNGLASS HUT INTERNATIONAL, INC.

By: _____
Name:
Title:

WATCH WORLD LICENSING CORP.

By:  _____
Name: Claudio Del Vecchio
Title: Co-Chief Executive Officer

PLAN OF MERGER

The following Plan of Merger (this "Plan of Merger") is submitted in compliance with Section 607.1104 of the Florida Business Corporation Act (the "FBCA"), and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. Sunglass Hut International, Inc., a Florida corporation, is the parent corporation owning at least eighty percent (80%) of the outstanding shares of each class of the subsidiary corporation.

2. Watch World Licensing Corp., a Delaware corporation, is the subsidiary corporation referenced above in Section 1.

3. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in this Plan of Merger, Watch World Licensing Corp. shall be merged with and into Sunglass Hut International, Inc. (the "Merger"). Upon the effectiveness of the Merger, the separate existence of Watch World Licensing Corp. shall cease and Sunglass Hut International, Inc. shall be the surviving corporation in the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and its separate existence, with all its purposes, objects, rights, privileges, powers and franchises, shall continue unaffected and unimpaired by the Merger.

4. At the Effective Time, all of the issued and outstanding shares of capital stock of Watch World Licensing Corp. immediately prior to the Effective Time shall, by virtue of the Merger and without further action by Sunglass Hut International, Inc., as the sole shareholder of Watch World Licensing Corp., be cancelled and retired and shall cease to exist with no payment being made with respect thereto. There are no outstanding rights to acquire shares of capital stock of Watch World Licensing Corp. The issued and outstanding shares of capital stock of Sunglass Hut International, Inc., and rights to acquire shares of capital stock of Sunglass Hut International, Inc. (if any), shall remain outstanding at the Effective Time, and shall not, in any manner, be affected or impaired by the Merger.

5. The Surviving Corporation shall, pursuant to the applicable provisions of the FBCA and the General Corporation Law of the State of Delaware (the "GCL"), succeed to all of the rights, privileges, powers and franchises of Watch World Licensing Corp., all of the properties and assets of Watch World Licensing Corp., and all of the debts, choses in action and other interests due or belonging to Watch World Licensing Corp., and shall be subject to, and responsible for, all of the debts, liabilities and duties of Watch World Licensing Corp. with the effect set forth in the FBCA, the GCL and in this Plan of Merger. Any claim existing or action or proceeding pending by or against either Sunglass Hut International, Inc. or Watch World Licensing Corp. may be continued as if the Merger did not occur or Sunglass Hut International, Inc. may be substituted in the proceeding for Watch World Licensing Corp. Neither the rights of creditors nor any liens upon the property of either Sunglass Hut International, Inc. or Watch World Licensing Corp. shall be impaired by the Merger.

6. The Certificate of Incorporation and By-Laws of Sunglass Hut International, Inc. as in effect at the Effective Time, shall continue in full force and effect as the Certificate of Incorporation and By-Laws of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

7. The directors and officers of Sunglass Hut International, Inc. immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation and shall thereafter continue in office in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

8. The Surviving Corporation shall file Articles of Merger with the Florida Department of State on or before July 28, 2006 and shall file a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware on or before July 28, 2006.

9. The Merger shall become effective at 11:00 p.m., Eastern Daylight Time, on July 29, 2006 (the "Effective Time").

10. This Plan of Merger may be terminated or amended by the Board of Directors of Sunglass Hut International, Inc. at any time prior to the Effective Time.

11. The Merger is intended to qualify as a complete liquidation of Watch World Licensing Corp. within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended.

12. This Plan of Merger is intended to constitute a plan of complete liquidation with respect to the Merger of Watch World Licensing Corp. into Sunglass Hut International, Inc. for purposes of Section 332 of the Internal Revenue Code of 1986, as amended.