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**MERGER OR SHARE EXCHANGE**

**Sunglass Hut International, Inc.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
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**ARTICLES OF MERGER**

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

**First:** Luxottica U.S. Holdings Corp., a Delaware corporation, will be the surviving corporation in the merger.

**Second:** Sunglass Hut International, Inc., a Florida corporation, is the merging corporation.

**Third:** The Plan and Agreement of Merger is attached.

**Fourth:** The merger shall become effective at 11:00 p.m., Eastern Standard Time, on December 29, 2007.

**Fifth:** The Plan and Agreement of Merger was adopted by the sole shareholder of the surviving corporation on December 11, 2007.

**Sixth:** The Plan and Agreement of Merger was adopted by the sole shareholder of the merging corporation on December 11, 2007.

**Seventh:** Luxottica U.S. Holdings Corp. agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of Sunglass Hut International, Inc., as well as for enforcement of any obligation of Luxottica U.S. Holdings Corp. arising from the Merger, and shall irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State of Florida to Luxottica U.S. Holdings Corp. at 44 Harbor Park Drive, Port Washington, NY 11050.

**Eighth:** 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.

[Signature page follows]

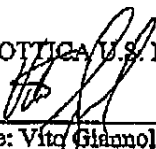
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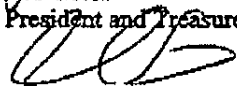
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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of  
December 12, 2007.

LUXOTTICA U.S. HOLDINGS CORP.

By:   
Name: Vito Giannola  
Title: Vice President and Treasurer

By:   
Name: Danfel Socci  
Title: Director of Administration and Tax

SUNGLASS HUT INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Kerry Bradley  
Title: Chief Operating Officer

By: \_\_\_\_\_  
Name: Jack S. Dennis  
Title: Vice President and Chief Financial Officer

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IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of  
December 12, 2007.

LUXOTTICA U.S. HOLDINGS CORP.

By: \_\_\_\_\_  
Name: Vito Giannola  
Title: Vice President and Treasurer

By: \_\_\_\_\_  
Name: Daniel Succi  
Title: Director of Administration and Tax

SUNGLASS HUT INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Kerry Bradley  
Title: Chief Operating Officer

By: \_\_\_\_\_  
Name: Jack S. Dennis  
Title: Vice President and Chief Financial Officer

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### PLAN AND AGREEMENT OF MERGER

This PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of December 12, 2007, is made by and between Luxottica U.S. Holdings Corp., a Delaware corporation ("Luxottica U.S."), and Sunglass Hut International, Inc., a Florida corporation ("Sunglass Hut").

#### RECITALS:

WHEREAS, the Boards of Directors and the sole stockholders of each of Luxottica U.S. and Sunglass Hut desire that Sunglass Hut be merged with and into Luxottica U.S. (the "Merger") pursuant to Section 607.1107 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions herein, do hereby prescribe the terms and conditions of the Merger and the mode of carrying the same into effect as follows:

1. At the Effective Time (as that term is hereinafter defined), and upon the terms and conditions set forth in this Agreement, Sunglass Hut shall be merged with and into Luxottica U.S. Upon the effectiveness of the Merger, the separate existence of Sunglass Hut shall cease and Luxottica U.S. 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.

2. At the Effective Time, all of the issued and outstanding shares of capital stock of Sunglass Hut immediately prior to the Effective Time shall, by virtue of the Merger and without further action by Luxottica Group S.p.A., an Italian corporation, as the sole stockholder of Sunglass Hut, 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 Sunglass Hut. The issued and outstanding shares of capital stock of Luxottica U.S., and rights (if any) to acquire any shares of capital stock of Luxottica U.S., shall remain outstanding at the Effective Time, and shall not, in any manner, be affected or impaired by the Merger.

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3. The Surviving Corporation shall, pursuant to the applicable provisions of the DGCL and the FBCA, succeed to all of the rights, privileges, powers and franchises of Sunglass Hut, all of the properties and assets of Sunglass Hut, and all of the debts, choses in action and other interests due or belonging to Sunglass Hut, and shall be subject to, and responsible for, all of the debts, liabilities and duties of Sunglass Hut with the effect set forth in the FBCA, the DGCL and in this Agreement. Any claim existing or action or proceeding pending by or against either Luxottica U.S. or Sunglass Hut may be continued as if the Merger did not occur or Luxottica U.S. may be substituted in the proceeding for Sunglass Hut. Neither the rights of creditors nor any liens upon the property of either Luxottica U.S. or Sunglass Hut shall be impaired by the Merger.

4. The Certificate of Incorporation of Luxottica U.S. as in effect at the Effective Time shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

5. The By-Laws of Luxottica U.S. as in effect at the Effective Time shall continue in full force and effect as the By-Laws of the Surviving Corporation until the same shall be altered, modified or cancelled as therein provided.

6. The directors and officers of Luxottica U.S. 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.

7. The Surviving Corporation shall file Articles of Merger with the Florida Department of State on or before December 28, 2007, and shall file a Certificate of Merger with the Secretary of State of the State of Delaware on or before December 28, 2007.

8. The Merger shall become effective at 11:00 p.m., Eastern Standard Time, on December 29, 2007 (the "Effective Time").

9. Any time prior to the Effective Time, this Agreement may, with the consent of the parties hereto and, to the extent permitted under the DGCL and the FBCA, (i) be terminated and the Merger abandoned, or (ii) be amended.

10. Luxottica U.S. agrees that it may be served process in the State of Florida in any proceeding for enforcement of any obligation of Sunglass Hut, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger, and shall irrevocably appoint the Secretary of State of Florida as its agent to accept service of process in any such suit or other proceedings and a copy of any such process shall be mailed by the Secretary of State of Florida to the Surviving Corporation at 44 Harbor Park Drive, Port Washington, NY 11050.

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11. The Merger is intended to qualify as a tax-free reorganization under Section 368 of the Internal Revenue Code of 1986, as amended.

12. This Agreement is intended to constitute a plan of reorganization with respect to the Merger for purposes of Section 368 of the Internal Revenue Code of 1986, as amended.

13. This Agreement 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 agreement.

14. This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of New York, without regard to principles of conflicts of laws.

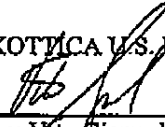
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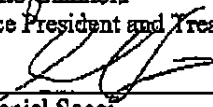
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IN WITNESS WHEREOF, the undersigned have executed this Plan and Agreement of Merger as of the date first above written.

LUXOTICA U.S. HOLDINGS CORP.

By:   
Name: Vito Diannola  
Title: Vice President and Treasurer

By:   
Name: Daniel Socci  
Title: Director of Administration and Tax

SUNGLASS HUT INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Kerry Bradley  
Title: Chief Operating Officer

By: \_\_\_\_\_  
Name: Jack S. Dennis  
Title: Vice President and Chief Financial Officer

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By: \_\_\_\_\_  
Name: Vito Giannola  
Title: Vice President and Treasurer

By: \_\_\_\_\_  
Name: Daniel Succi  
Title: Director of Administration and Tax

SUNGLASS HUT INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: Kerry Bradley  
Title: Chief Operating Officer

By: \_\_\_\_\_  
Name: Jack S. Dennis  
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