

P98000067894

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Eyeglass world no. 30, INC. a OHIO Corporation

MERGING INTO MUSA HOLDINGS, INC. a Florida Corporation

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☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

EYEGLOSS WORLD NO. 30, INC., a Ohio corporation

INTO

MUSA HOLDINGS, INC., a Florida corporation, P98000067894.

File date: October 1, 1998

Corporate Specialist: Teresa Brown

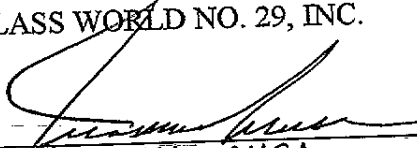
**ARTICLES OF MERGER
OF
EYEGLOSS WORLD NO. 30, INC.
an Ohio corporation
and
MUSA HOLDINGS, INC.
a Florida corporation**

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Pursuant to the provisions of the Florida Business Corporation Act governing the merger of a foreign corporation with and into a domestic corporation, the undersigned corporations adopt the following articles of merger:

1. The names of the merging corporations are EYEGLOSS WORLD NO. 30, INC. ("Disappearing Corporation"), which is the business corporation organized under the laws of the state of Ohio, and the existence of which will cease, and MUSA HOLDINGS, INC. ("Surviving Corporation"), which is a business corporation organized under the laws of the state of Florida, and which shall be the surviving corporation.
2. The Agreement and Plan of Merger for merging the Disappearing Corporation with and into the Surviving Corporation is attached hereto as Exhibit "A".
3. The effective date of the merger shall be October 1, 1998.
4. The Agreement and Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Disappearing Corporation and the Board of Directors and shareholders of the Surviving Corporation by written consents dated September 23, 1998.
5. The Surviving Corporation will continue its existence as the surviving corporation under the name "MUSA HOLDINGS, INC." pursuant to the provisions of the laws of the state of Florida.

EYEGLOSS WORLD NO. 29, INC.

By: 
Name: MASSIMO MUSA
Title: CEO

MUSA HOLDINGS, INC.

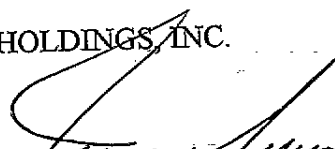
By: 
Name: MASSIMO MUSA
Title: CEO

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

OF

EYEGLOSS WORLD NO. 30, INC.

AND

MUSA HOLDINGS, INC.

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement and Plan") entered into this 23 day of September, 1998 by and between Eyeglass World No. 30, Inc., an Ohio corporation (the "Disappearing Corporation"), and Musa Holdings, Inc., a Florida corporation (the "Surviving Corporation"), as approved by the Board of Directors and shareholders of said corporations:

RECITALS:

A. Disappearing Corporation is a corporation duly organized and existing under the laws of the State of Ohio.

B. Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida.

C. Directors of Disappearing Corporation and Surviving Corporation believe that the merger of Disappearing Corporation into Surviving Corporation would be advantageous and beneficial to the respective shareholders, employees and customers of those companies.

D. Disappearing Corporation and Surviving Corporation have agreed that Disappearing Corporation shall merge into Surviving Corporation upon the terms and conditions and in the manner set forth in this Agreement and Plan and in accordance with the applicable laws of the State of Florida and the State of Ohio.

NOW THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan and in order to consummate the transaction described above, the Disappearing Corporation and the Surviving Corporation, the constituent corporations to this Agreement and Plan, agree as follows:

1. Recitals. All of the foregoing recitals are true and correct.

2. Merger. Eyeglass World No.30, Inc., which is a corporation incorporated in the State of Ohio, shall be merged with and into Musa Holdings, Inc., which is a corporation incorporated in the State of Florida. The laws of the jurisdiction of incorporation of Disappearing

Corporation and Surviving Corporation permit the merger of a business corporation of said jurisdiction with and into a business corporation of another jurisdiction.

3. Certificate of Merger and Articles of Merger. Upon the approval and adoption of this Agreement and Plan, a Certificate of Merger complying with the applicable provisions of the Ohio General Corporation Act shall be duly executed by the appropriate officers of Disappearing Corporation and Surviving Corporation and shall be filed with the Ohio Secretary of State, and Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act shall be duly executed by the appropriate officers of Disappearing Corporation and Surviving Corporation and shall be filed with the Florida Department of State.

4. Surviving Corporation. Surviving Corporation shall continue its existence under the name "Musa Holdings, Inc." pursuant to the provisions of the Florida Business Corporation Act.

5. Disappearing Corporation. The separate existence of Disappearing Corporation shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Ohio.

6. Capitalization. Surviving Corporation has capitalization of 30,000,000 shares of \$ 0.01 par value, common stock of which 3,000,000 shares are issued and entitled to vote on the merger. Disappearing Corporation has capitalization of 1,000 shares of \$1.00 par value, common stock, of which 1,000 shares are issued and entitled to vote on the merger.

7. Shares of Surviving Corporation. Each issued share of the Disappearing Corporation shall, upon the effective date of the merger, be converted into one share of Surviving Corporation. The issued shares of Surviving Corporation shall not be converted or exchanged in any manner or any consideration be paid therefor, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of Surviving Corporation.

8. Cancellation of Shares of Disappearing Corporation. All issued and outstanding common shares of Disappearing Corporation, and all rights and respect thereof, shall be canceled as of the effective date of the merger, and the certificates representing such shares shall be surrendered and canceled.

9. Articles of Incorporation. The Articles of Incorporation of Surviving Corporation is now in force and effect shall remain in force until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

10. Bylaws. The bylaws of Surviving Corporation upon the effective date of the merger shall remain in force until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.


11. Directors and Officers. The directors and officers in office of Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws, as amended, of Surviving Corporation.

12. Approval. The agreement contemplated by this Agreement and Plan has previously been submitted to and approved by the Board of Directors and Shareholders of Disappearing Corporation and Surviving Corporation. Subsequent to the execution of this Agreement and Plan by the appropriate officers of Disappearing Corporation and Surviving Corporation, the proper officers of each corporation shall, and are hereby authorized and directed to cause to be executed and filed such documents prescribed by the laws of the State of Florida or Ohio, and to perform all such further acts as the same may be necessary or proper to render effective the merger contemplated by this Agreement and Plan.

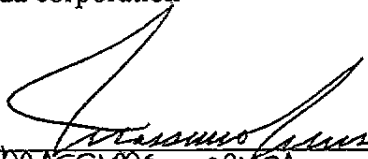
13. Effective Date of Merger. The effective date of the Merger will be October 1, 1998.

IN WITNESS WHEREOF, the duly authorized officers of the constituent corporations have executed this Agreement and Plan of Merger as of the date above written.

EYEGLOSS WORLD NO. 30, INC.,
an Ohio corporation

By: 
Name: MASSIMO MUSA
Title: CEO

MUSA HOLDINGS, INC.
a Florida corporation

By: 
Name: MASSIMO MUSA
Title: CEO