

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	08/02/2009

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
LENSCRAFTERS, INC.		07/30/2009	CORPORATION: OHIO

RECEIVING PARTY DATA

Name:	LUXOTTICA RETAIL NORTH AMERICA INC.
Street Address:	4000 Luxottica Place
City:	Mason
State/Country:	OHIO
Postal Code:	45040
Entity Type:	CORPORATION: OHIO

PROPERTY NUMBERS Total: 12

Property Type	Number	Word Mark
Registration Number:	2768300	BROOKPOINTE
Registration Number:	2454788	CONTACTS DIRECT
Registration Number:	3500199	EASYCARE
Registration Number:	2901924	LOGONLENZ
Registration Number:	2845755	PEEK! PRESCHOOL EYE EXAMS ARE KEY
Registration Number:	3346945	PERSONALEYES
Registration Number:	2607589	PERSPECTA
Registration Number:	3620384	SMARTINT
Registration Number:	2434650	VISION ONE
Registration Number:	1456928	VISION ONE EYECARE PROGRAM
Registration Number:	2865919	WEBSPECS
Serial Number:	77757971	TECHVUE

CH \$315.00 2768300

900145907

**TRADEMARK
 REEL: 004082 FRAME: 0777**

CORRESPONDENCE DATA

Fax Number: (513)492-6390
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 513-765-6390
Email: tthomas@luxotticaretail.com
Correspondent Name: Tani L. Thomas
Address Line 1: 4000 Luxottica Place
Address Line 4: Mason, OHIO 45040

ATTORNEY DOCKET NUMBER:	LCI TO LRNAI MERGER (3/3)
NAME OF SUBMITTER:	Tani L. Thomas
Signature:	/tani l. thomas/
Date:	10/22/2009

Total Attachments: 10
source=Retail Restructuring - Filed Ohio Merger Cert LC Inc. into LRNA#page1.tif
source=Retail Restructuring - Filed Ohio Merger Cert LC Inc. into LRNA#page2.tif
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source=Retail Restructuring - Filed Ohio Merger Cert LC Inc. into LRNA#page10.tif



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
07/31/2009	200921200366	MERGER/DOMESTIC (MER)	125.00	300.00	.00	.00	5.00

Receipt

This is not a bill. Please do not remit payment.

UNISEARCH, INC.
4694 CEMETERY RD
PMB 217
HILLIARD, OH 43026

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, Jennifer Brunner

809398

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
LUXOTTICA RETAIL NORTH AMERICA INC.
and, that said business records show the filing and recording of:

Document(s)
MERGER/DOMESTIC

Document No(s):
200921200366



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 2nd day of August, A.D.
2009.

Ohio Secretary of State



Form 551 Prescribed by the:
Ohio Secretary of State

Central Ohio: (614) 466-3910
Toll Free: (877) SOS-FILE (767-3453)

www.sos.state.oh.us
susserv@sos.state.oh.us

Expedite this form: (select one)	
Mail form to one of the following:	
PO Box 1396 Columbus, OH 43216	<input checked="" type="radio"/> Expedite
*** Requires an additional fee of \$150 ***	
PO Box 1339 Columbus, OH 43216	<input type="radio"/> Non Expedite

Level 3

CERTIFICATE OF MERGER

Filing Fee \$125
(154-MER)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. SURVIVING ENTITY

A. Name of the entity surviving the merger LensCrafters, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following

Luxotica Retail North America Inc.
(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) For-Profit Corporation, charter number 809398

Domestic (Ohio) Nonprofit Corporation, charter number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) For-Profit Corporation incorporated under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and licensed to transact business in the state of Ohio under license number _____

Foreign (Non-Ohio) Nonprofit Corporation under the laws of the jurisdiction of _____ and NOT licensed to transact business in the state of Ohio

Domestic (Ohio) For-Profit Limited Liability Company, with registration number _____

Domestic (Ohio) Nonprofit Limited Liability Company, with registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ registered to do business in the state of Ohio under registration number _____

Foreign (Non-Ohio) For-Profit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Nonprofit Limited Liability Company organized under the laws of the jurisdiction of _____ and NOT registered to do business in the State of Ohio
- Partnership, registration number, if any, _____
- Partnership NOT registered with the state of Ohio _____
- Domestic (Ohio) Limited Partnership, with registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio
- Domestic (Ohio) Limited Liability Partnership, with the registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and registered to do business in the state of Ohio under registration number _____
- Foreign (Non-Ohio) Limited Liability Partnership organized under the laws of the jurisdiction of _____ and NOT registered to do business in the state of Ohio

II. CONSTITUENT ENTITY

Provide the name, charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities)

Name	Charter, License, Registration , or Registration Number	Jurisdiction of Formation	Type of Entity
<u>Lux MASALA LLC</u>	_____	<u>Delaware</u>	<u>LLC</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

<u>Luxottica Retail North America Inc.</u>	<u>4000 Luxottica Place</u>	
Name	Mailing Address	
<u>Mason</u>	<u>Ohio</u>	<u>45040</u>
City	State	Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on 2-Aug-09 (The date specified must be on or after the date of the filing; the effective date of the merger cannot be earlier than the date of filing, if no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with all of the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT

If the surviving entity is a foreign entity NOT licensed to transact business in Ohio, OR if the surviving entity is a domestic corporation, limited liability company, or limited partnership entity updating its agent information, provide the name and address of statutory agent upon whom any process, notice or demand may be served.

_____	_____	
Name	Mailing Address	
_____	_____	_____
City	Ohio State	Zip Code

VIII. ACCEPTANCE OF AGENT

If the new entity is a domestic corporation, domestic limited liability company, partnership or domestic limited partnership, then the agent must accept appointment.

The undersigned, named herein as the statutory agent upon whom service of process against any constituent entity or the surviving entity may be served, hereby acknowledges and accepts the appointment of statutory agent.

_____	_____
Signature of Agent	Date

If the agent is an individual using a P.O. Box, the agent must check this box to confirm that he or she is an Ohio resident

IX. AMENDMENTS

In the case of a merger into a domestic corporation, limited liability company, or limited partnership, any amendments to the articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

Amendments are attached No Amendments

X. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving or new entity resulting from the merger is not a domestic or foreign corporation that is to be licensed to transact business in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 and division (G) of section 1702.47 of the Revised Code with respect to each domestic corporation, and by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

XI **QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The surviving foreign entity desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, partnership, limited partnership, or limited liability partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio.

_____		_____	
Name		Mailing Address	
_____		_____	
City		Ohio	_____
		State	Zip Code

If the agent is an individual using a P.O. Box, check the box to confirm that the agent is an Ohio resident.

The surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or limited liability partnership ("surviving entity") irrevocably consents to (1) service of process on the statutory agent listed above as long as authority of the agent continues, and (2) to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the surviving entity fails to designate another agent, as required by Ohio law, the surviving entity's license or registration to do business in Ohio expires or is canceled.

B. The qualifying entity also states as follows: (Complete only if applicable)

1. **Foreign Qualifying Corporation (Section 1703.04)**

(If the qualifying entity is a foreign corporation, the following information must be completed.)

(a) Name of the corporation in its jurisdiction of formation

(b) If the corporate name is not available, the trade name under which it will do business in Ohio

(c) Location and complete address of its principal office

_____	_____	_____
City	State	Zip Code

(d) Name of the county in which its principal office in Ohio, if any, is to be located

(e) A brief summary of the corporate purpose to be exercised within Ohio

(f) To procure a license to transact business in Ohio, a foreign corporation for-profit must file with the secretary of state a certificate of good standing or subsistence, dated not earlier than 90 days prior to the filing of the application, under the seal of the secretary of state, or other proper official, of the jurisdiction under the laws of which said corporation was incorporated, setting forth: (1) the exact corporate title; (2) the date of incorporation; and (3) the fact that the corporation is in good standing or is a subsisting corporation.

2 Foreign Notice (Section 1703.031)

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a) Name of the Foreign nationally/federally chartered bank, savings bank, or savings and loan association

(b) Any trade name(s) under which the corporation will conduct business in Ohio

(c) Location of the corporation's main office (Non-Ohio)

Mailing Address

State

Zip Code

(d) Principal office location in Ohio

Mailing Address

Ohio
State

Zip Code

(If there will not be an office in Ohio, please state "None" on the form)

(e) The corporation will exercise the following purpose(s) in Ohio

3. Foreign Qualifying Limited Liability Company (Section 1705.54)

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) Name of the For-Profit or Nonprofit limited liability company in its jurisdiction of formation

(b) Name under which the limited liability company desires to transact business in Ohio (if different from its name in its jurisdiction of formation)

(c) The limited liability company was formed on

under the laws of the jurisdiction of

- (d) Address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company

Mailing Address

City

State

Zip Code

4. Foreign Qualifying Limited Partnership under section 1782.49

(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

- (a) Name of the limited partnership

- (b) The limited partnership was formed on

Date

Under the laws of the jurisdiction of

Jurisdiction

- (c) Address of the office of the limited partnership in its jurisdiction of formation

Mailing Address

City

State

Zip Code

- (d) Address of the limited partnership's principal office

Mailing Address

City

State

Zip Code

- (e) The names and business or residence addresses of the general partners of the partnership are as follows:

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

Name

Mailing Address

(Please attach additional separate sheet(s) listing other general partners and their addresses as needed)

- (f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained

Mailing Address

City

State

Zip Code

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is canceled or withdrawn.

5. Foreign Qualifying Limited Liability Partnership (Section 1776.86) (if the qualifying entity is a foreign limited liability partnership, the following information must be completed.)

- (a) Name of the partnership

Name must include one of the following phrases or abbreviations: "registered limited liability partnership," "limited liability partnership," "R.L.L.P.," "LLP," "RLLP," or "LLP."

- (b) The partnership was formed under the laws of the jurisdiction of _____

- (c) Address of the partnership's chief executive office

Mailing Address

City

State

Zip Code

- (d) If the chief executive office is not in Ohio, the address of any office of the partnership in Ohio, if one exists

Mailing Address

City

Ohio
State

Zip Code

- (e) Foreign limited liability partnership must attach evidence of existence in its jurisdiction of formation (origin).

(Proceed to page 8 for signatures of authorized officers, partners and representatives.)

LensCrafters, Inc.
Exact name of entity

By: _____
Signature
Its: President, Luxottica Retail North America
Title
Date: July 30, 2009

LensCrafters, Inc.
Exact name of entity

By: _____
Signature
Its: Chief Financial and Administrative Officer
Title
Date: July 30, 2009

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below

LensCrafters, Inc.
Exact name of entity

By: _____
Signature
Its: President, Luxottica Retail North America
Title
Date: July 30, 2009

LensCrafters, Inc.
Exact name of entity

By: _____
Signature
Its: Chief Financial and Administrative Officer
Title
Date: July 30, 2009

Lux MASALA LLC
Exact name of entity

By: _____
Signature
Its: President
Title
Date: July 30, 2009

Exact name of entity

By: _____
Signature
Its: _____
Title
Date: _____

Exact name of entity

By: _____
Signature
Its: _____
Title
Date: _____

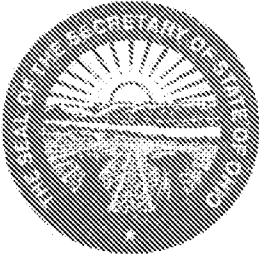
An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (DRC 1701.81(A), 1702.43 (A), 1703.38(A), 1706.70(A), 1702.433(A)).

89376

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jennifer Brunner, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 11 pages, as taken from the original recored now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 21st day of July, 2009 A.D.



Jennifer Brunner

JENNIFER BRUNNER
Secretary of State

By: *May Punell*

NOTICE: This is an official certification only when reproduced in red ink