

04-24-2003

Form PTO-1594 (Rev. 10/02) OMB No. 0651-0027 (exp. 6/30/2005)



U.S. DEPARTMENT OF COMMERCE U.S. Patent and Trademark Office

Tab settings

102428863

To the Honorable Commissioner of Patents and Trademarks, please return the attached original documents or copy thereof.

1. Name of conveying party(ies): Sunglass Outlet, Incorporated 6574 S. Broadway, Second Floor Littleton, CO 80121

4.22.03

- Individual(s) Association General Partnership Limited Partnership Corporation-State Other

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance: Assignment Merger Security Agreement Change of Name Other

Execution Date: May 31, 2002

2. Name and address of receiving party(ies) Name: Sunglass Hut Trading Corporation Internal Address: Street Address: 4000 Luxottica Place City: Mason State: OH Zip: 45040

Individual(s) citizenship Association General Partnership Limited Partnership Corporation-State Florida Other

4. Application number(s) or registration number(s): A. Trademark Application No.(s) B. Trademark Registration No.(s) 2027031, 2459301, 2588750

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed: Name: Susan Mack Internal Address: Luxottica Retail Street Address: 4000 Luxottica Place City: Mason State: OH Zip: 45040

6. Total number of applications and registrations involved: 3

7. Total fee (37 CFR 3.41) \$ 120.00 Enclosed Authorized to be charged to deposit account

8. Deposit account number: 500915

DO NOT USE THIS SPACE

9. Signature. Susan Mack Signature Date 4-9-2003

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to: Commissioner of Patent & Trademarks, Box Assignments Washington, D.C. 20231

OFFICE OF PUBLIC RECORDS 2003 APR 22 PM 5:54 FINANCE SECTION

724 93141E1 00000003 500915 2027001

FC: 21 40.00 34 FC: 22 80.00 04

TRADEMARK REEL: 002717 FRAME: 0433

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation, as amended to date, of SUNGLASS HUT TRADING CORPORATION, a corporation organized under the laws of the State of Florida, as shown by the records of this office.

The document number of this corporation is 448528.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twentieth day of December, 2002



CR2EO22 (7-02)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

of

SUN GLASS HUT TRADING CORPORATION

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the Laws of the State of Florida.

ARTICLE I

The name of this corporation is: Sun Glass Hut Trading Corporation.

ARTICLE II

The general nature of the business to be transacted by this corporation is:

To operate an establishment for the purchase and distribution of sun glasses and related items both at wholesale and retail to the general public.

To hold, acquire, mortgage, lease and convey real and personal property in any part of the world so far as necessary or expedient in conducting the business of this corporation.

To create, franchise, distribute, advise, supervise, manage and consult generally in the business of selling, at wholesale and retail, sun glasses and related items to the general public.

This corporation shall have the power to:

- (1) Have succession by its corporate name perpetually.
- (2) Sue and be sued and appear and defend in all actions

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SECRETARY OF STATE
HALL, FLORIDA

TRADEMARK

and proceedings in its corporate name to the same extent as a natural person.

(3) Adopt and use a common corporate seal and alter the same.

(4) Appoint such officers and agents as its affairs shall require, and allow them suitable compensation.

(5) Adopt, change, amend and repeal by-laws not inconsistent with the law of these Articles of Incorporation, for the exercise of its corporate powers, management, regulation and government of its affairs and property, to transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

(6) Increase or diminish, by vote of its stockholders, shareholders or members, cast as the by-laws may direct, the number of directors, managers or trustees, provided that the number shall never be less than two.

(7) Make and enter into all contracts necessary and proper for the conduct of its business.

(8) (a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of any real or personal property in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and in foreign countries.

(b) To buy, lease or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, good will, and assets of any person, firm, association or corporation,

either foreign or domestic, engaged in the business of the same general character as that for which this corporation is organized.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) To take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(9) (a) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government; while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(b) Purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall not purchase any of its own capital stock except from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock owned by the corporation shall not be voted, directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

(10) Do all and everything necessary and proper for the accomplishment of its objects enumerated in this Article of Incorporation, or necessary or incidental to the benefit and protection of the corporation, and to carry on any lawful business necessary or

incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in this Article of Incorporation.

(11) (a) Contract debts and borrow money, at such rates of interest, not to exceed the lawful interest rate, and upon such terms as it or its board of directors may deem necessary or expedient, and shall authorize or agree upon, issue and sell or poedge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the board of directors deem expedient.

(b) Provision may be made in such instrument for transferring corporate property of every kind and nature then belonging to, or thereafter acquired by, said corporation, as security for any bonds, notes, debentures or other evidences of indebtedness issued or debts or sums of money owing by said corporation.

(12) To lend and advance money or give credit to such persons, firms or corporations, and on such terms as may seem expedient, and in particular to customers and others having dealings with the corporation; but nothing contained herein shall be construed to give this corporation banking powers.

(13) To make gifts for educational, scientific or charitable purposes.

(14) To engage in any manufacturing, sale or export business of any kind or character whatsoever, and to that end to acquire, hold, own and dispose of any and all property, assets, stocks, bonds

and rights, of any and every kind.

(15) To carry on any business whatsoever which the corporation may deem proper and convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated, directly or indirectly, to promote the interests of the corporation or to enhance the value of its property, to conduct its business in this state, in other states, in the District of Columbia, in the territories and colonies of the United States and in foreign countries, and to hold, purchase, mortgage, and convey real and personal property, either in or out of the State of Florida, and to have and to exercise all the powers conferred by the Laws of Florida upon corporations formed under the Act pursuant to and under which this corporation is formed.

ARTICLE III

The capital stock of the corporation shall consist of five hundred (500) shares of common stock, at a par value of One (\$1.00) Dollar each.

ARTICLE IV

The amount of capital with which this corporation shall begin business is Five Hundred (\$500.00) Dollars.

ARTICLE V

This corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be at 6412 N. University Drive, Tamarac, Florida. Said corporation shall have full power and authority to transact business and to establish offices and agencies at such other places, within the State of Florida, and in such other parts of the world, and in foreign countries, as

the board of directors may authorize.

ARTICLE VII

The business of the corporation shall be conducted by a board of not less than two (2) directors, initially, but the number of directors may be increased or diminished from time to time in accordance with the by-laws adopted by the stockholders.

ARTICLE VIII

The name and address of the members of the first board of directors are:

Richard W. Aschenbrenner
Dadeland Towers, Suite 510
9300 South Dadeland Boulevard
Miami, Florida 33156

Sheryl Moore
Dadeland Towers, Suite 510
9300 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE IX

The name and address of each subscriber of these Articles of Incorporation are:

Richard W. Aschenbrenner
Dadeland Towers, Suite 510
9300 South Dadeland Boulevard
Miami, Florida 33156

Sheryl Moore
Dadeland Towers, Suite 510
9300 South Dadeland Boulevard
Miami, Florida 33156

ARTICLE X

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all of the rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the incorporators have hereunto set their hands and seals this 3rd day of May, 1974.

Richard W. Aschenbrenner
Richard W. Aschenbrenner

Sheryl Moore
Sheryl Moore

STATE OF FLORIDA)
) SS.:
COUNTY OF DADE)

Before me personally appeared Richard W. Aschenbrenner and Sheryl Moore, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation of Sun Glass Hut Trading Corporation, and acknowledged and before me that they executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal, this 3rd day of May, 1974.

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires March 1st, 1977

Peter Moore
NOTARY PUBLIC, State of Florida at Large

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MAY 6 1974
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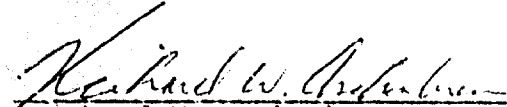
RESIDENT AGENT'S CERTIFICATE DESIGNATING
PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

Sun Glass Hut Trading Corporation, desiring to organize under the laws of the State of Florida, with its principal office located at 6412 N. University Drive, Tamarac, Florida, has named Richard W. Aschenbrenner, located at Dadeland Towers, Suite 510, 9300 South Dadeland Boulevard, Miami, Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


Richard W. Aschenbrenner

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SECRETARY OF STATE
MIAMI, FLORIDA

TRADEMARK

REEL: 002717 FRAME: 0442

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

SUN GLASS HUT, INC.
SUN GLASS HUT FRANCHISING CORPORATION
SUN GLASS HUT-MIDWEST, INC.
SUN GLASS HUT OF WESTLAND, INC.
SUN GLASS HUT OF FLORIDA, INC.
SUN GLASS HUT OF AMERICA, INC.
VICTORIA SUNGLASS, INC.,
Florida corporations
and
SUNGLASS HUT-NORTHEAST, INC.,
a New York corporation

into

SUN GLASS HUT TRADING CORPORATION,
a Florida corporation

Pursuant to Sections 607.224 and 607.234 of the Florida General Corporation Act, each of the above-named Florida corporations and the New York corporation (collectively the "Companies"), and SUN GLASS HUT TRADING CORPORATION, a Florida corporation ("Trading"), hereby adopt the following Articles of Merger for the purpose of merging the Companies into Trading (the "Merger"):

FIRST: The surviving corporation of the Merger shall be Trading.

SECOND: The Agreement and Plan of Merger dated as of January 31, 1988 among the Companies and Trading, a copy of which is attached hereto as Exhibit "A," (the "Plan of Merger") was unanimously approved by the respective Boards of Directors and shareholders of each of the Companies, and was unanimously

TRADEMARK

approved by the sole shareholder and the Board of Directors of Trading by unanimous consent dated as of January 31, 1988.

THIRD: Pursuant to the Plan of Merger, at the effective time of the Merger, the Articles of Incorporation of Trading, the surviving corporation, shall not be changed as a result of the Merger and shall remain in full force and effect as the Articles of Incorporation of the surviving corporation.

FOURTH: Each share of common stock, of the Companies which is issued and outstanding immediately prior to the Merger shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled.

FIFTH: The Merger as set forth in these Articles of Merger shall be effective upon the filing of the Articles of Merger by the Department of State of the State of Florida.

IN WITNESS WHEREOF, the Companies and Trading have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents and their respective secretaries or assistant secretaries, as of this 31st day of January, 1988.

SUN GLASS HUT, INC.
SUN GLASS HUT FRANCHISING
CORPORATION
SUN GLASS HUT-MIDWEST, INC.
SUN GLASS HUT OF WESTLAND, INC.
SUN GLASS HUT OF FLORIDA, INC.
SUN GLASS HUT OF AMERICA, INC.
SUNGLASS HUT-NORTHEAST, INC.

By: Sanford Ziff, Pres.
Sanford Ziff, President of
each of the above-listed
corporations

Attest: Helene Ziff, Secy
Helene Ziff, Secretary
of each of the above-
listed corporations

SUN GLASS HUT TRADING
CORPORATION

By: Sanford Ziff, Pres.
Sanford Ziff, President


Attest: Helene Ziff, Secy
Helene Ziff, Secretary

VICTORIA SUNGLASS INC.

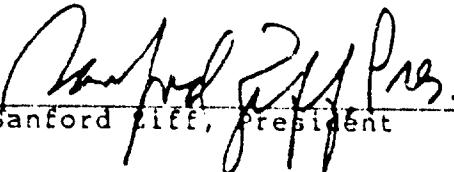
By: Maria Victoria
Maria Victoria, President

Attest: Maria Victoria
Maria Victoria,
Secretary

THE UNDERSIGNED, President of SUN GLASS HUT, INC., SUN GLASS HUT FRANCHISING CORPORATION, SUN GLASS HUT-MIDWEST, INC., SUN GLASS HUT OF WESTLAND, INC., SUN GLASS HUT OF FLORIDA, INC., SUN GLASS HUT OF AMERICA, INC., SUNGLASS HUT-NORTHEAST, INC., who executed on behalf of said corporations the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges that he executed, in the name and on behalf of said corporations, the foregoing Articles of Merger, as the corporate act of said corporations.


Sanford Ziff, President

THE UNDERSIGNED, President of SUN GLASS HUT TRADING CORPORATION, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges that he executed, in the name and on behalf of said corporation, the foregoing Articles of Merger, as the corporate act of said corporation.


Sanford Ziff, President

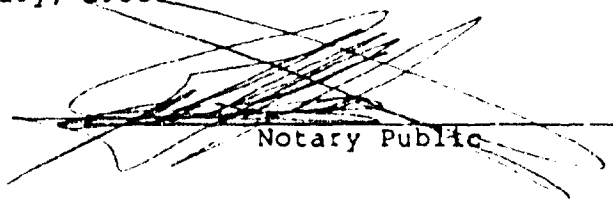
THE UNDERSIGNED, President of VICTORIA SUNGLASSS INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges that she executed, in the name and on behalf of said corporation, the foregoing Articles of Merger, as the corporate act of said corporation.

Maria Victoria
Maria Victoria, President

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me the undersigned authority, personally appeared Sanford Ziff, President, and Helene Ziff, Secretary, of SUN GLASS HUT, INC., SUN GLASS HUT FRANCHISING CORPORATION, SUN GLASS HUT-MIDWEST, INC., SUN GLASS HUT OF WESTLAND, INC., SUN GLASS HUT OF FLORIDA, INC., SUN GLASS HUT OF AMERICA, INC., SUNGLASS HUT-NORTHEAST, INC., and Maria Victoria, President and Secretary of VICTORIA SUNGLASS, INC., and they acknowledged that they executed the foregoing instrument as such officers and on behalf of such corporations after having been duly authorized to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 27 day of January, 1988.

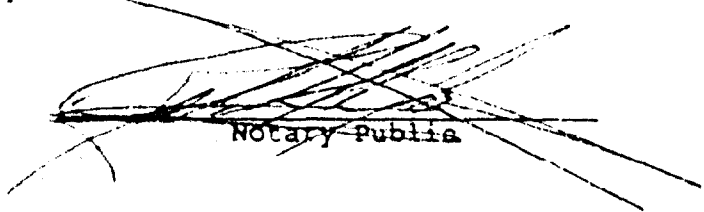

Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES OCT. 6 1991.
BOND# 3300 NOTARY PUBLIC STATE OF FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

Before me the undersigned authority, personally appeared Sanford Ziff, President, and Helene Ziff, Secretary, of SUN GLASS HUT TRADING CORPORATION, and they acknowledged that they executed the foregoing instrument as such officers and on behalf of such corporation after having been duly authorized to do so.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 27 day of January, 1988.


Notary Public

My Commission Expires:
NOTARY PUBLIC, STATE OF FLORIDA
MY COMMISSION EXPIRES OCT. 6 1991.
BOND# 3300 NOTARY PUBLIC STATE OF FLORIDA

EXHIBIT A

TRADEMARK

REEL: 002717 FRAME: 0449

AGREEMENT AND PLAN
OF MERGER

AGREEMENT AND PLAN OF MERGER dated as of the 31st day of January, 1988, by and among Sun Glass Hut, Inc., Sun Glass Hut Franchising Corporation, Sun Glass Hut - Midwest, Inc., Sun Glass Hut of Westland, Inc., Sun Glass Hut of Florida, Inc., Sun Glass Hut of America, Inc., Victoria Sunglasses, Inc., Florida corporations and Sunglass Hut - Northeast, Inc., a New York corporation (collectively the "Companies"), and Sun Glass Hut Trading Corporation, a Florida corporation ("Trading");

RECITALS

WHEREAS, the respective Boards of Directors of the Companies and Trading (sometimes collectively referred to herein as the "Constituent Corporations") have each unanimously determined that the Companies shall be merged with and into Trading ("Merger") on the terms and in accordance with the provisions contained in this Agreement and Plan of Merger ("Agreement");

WHEREAS, the respective Boards of Directors and the shareholders of each of the Constituent Corporations have approved and adopted the form, terms and provisions of this Agreement;

NOW, THEREFORE, in consideration of the premises and the respective covenants and agreements of the Companies and Trading contained herein, each hereby agrees as follows:

1. Merger.

(a) The term "Effective Date" as used herein is defined to mean the date that the Articles of Merger shall be filed with the Department of State of the State of Florida.

(b) On the Effective Date, (i) the Companies shall be merged with and into Trading on the terms and in accordance with the provisions contained in this Agreement, (ii) the separate corporate existence of the Companies shall cease, (iii) the corporate existence of the Trading shall continue under the laws of the State of Florida unaffected and unimpaired by the Merger, and (iv) Trading shall be the surviving corporation of the Merger. The term "Surviving Corporation," as used herein, is defined to mean Trading from and after the Effective Date.

(c) On the Effective Date, all of the assets and properties of the Companies and Trading, whether real, personal,

liabilities and obligations of the Companies and Trading, whether fixed or contingent, shall vest in Trading as the Surviving Corporation, without any further action of either the Companies or Trading. From and after the Effective Date, the Surviving Corporation shall (i) possess all of the rights, privileges, immunities, franchises (both public and private), assets and properties (whether real, personal, or mixed, and whether tangible or intangible) of both the Companies and Trading and (ii) be responsible and liable for all of the liabilities and obligations of both the Companies and Trading.

2. Cancellation of Shares.

(a) On the Effective Date, each share of the Companies' stock, including any shares held in treasury shall be cancelled by reason of the Merger and without any action by the holders thereof.

(b) No exchange of certificates representing shares of the Companies' stock cancelled pursuant to paragraph 2(a) above shall be required; from and after the Effective Date and until certificates representing such the Companies' stock are presented for cancellation, all such certificates shall be deemed for all purposes to be cancelled.

3. Shareholder Approval; Filing of Articles of Merger.

(a) The consummation of the Merger shall require the approval of the shareholders of the Companies entitled to cast at least a majority of votes that all shareholders are entitled to cast thereon, and the approval of the shareholders of Trading. Such approval may be given in any manner permitted by applicable law.

(b) If the Merger is approved as required by the provisions of Section 3(a) of this Agreement, and if this Agreement is not terminated as permitted by Section 6 hereof, then (i) the appropriate officers of the Companies and Trading shall execute the Articles and Certificate of Merger and, as promptly as possible, shall deliver the Articles of Merger to the Department of State of the State of Florida (the "Florida Department") and deliver the Certificate of Merger to the Department of State of the State of New York, for filing in accordance with the provisions of applicable law.

4. Articles of Incorporation and Bylaws of Surviving Corporation.

(a) From and after the Effective Date, the Articles of Incorporation of Trading as in effect on the Effective Date

shall remain in full force and effect as the Articles of Incorporation of the Surviving Corporation, unless and until they shall thereafter be further amended in accordance with the provisions of applicable law.

(b) From and after the Effective Date, the Bylaws of Trading, as in effect on the Effective Date shall remain in full force and effect as the Bylaws of the Surviving Corporation, unless and until they shall thereafter be amended in accordance with their provisions.

5. Management of Surviving Corporation. The persons who constitute the directors, officers, and registered agent, respectively, of Trading on the Effective Date shall constitute the directors, officers and registered agent, respectively, of the Surviving Corporation from and after the Effective Date, unless and until any of them shall thereafter die, resign their respective positions, or their respective successors shall be duly elected or appointed and qualified.

6. Termination of Agreement.

(a) At any time prior to the filing of the Articles of Merger with the Florida Department pursuant to the provisions of this Agreement and of applicable law, either the Companies or Trading shall, by action of their respective Boards of Directors, have the absolute and unconditional right to terminate this Agreement and the Merger by the delivery of written notice to the other.

(b) In the event that this Agreement and the Merger shall be terminated by either the Companies or Trading pursuant to Section 6(a) hereof, then all of the provisions of this Agreement shall become immediately null and void and of no further force or effect.

7. Deferral. Consummation of the transactions provided for herein may be deferred by the respective Board of Directors of the Companies or Trading for a reasonable period of time if the Board determines that a deferral would be in the best interests of the Companies or Trading and its shareholders.

8. Amendment or Modification of Agreement. At any time prior to the filing of the Articles of Merger with the Florida Department, pursuant to the provisions of this Agreement and of applicable law, this Agreement may be amended or modified in any manner that may be authorized by the respective boards of Directors of the Companies and Trading.

9. Governing Law. This Agreement shall be governed by, and construed and interpreted in accordance with, the laws of the State of Florida.

10. Entire Agreement. This Agreement, together with the exhibits attached hereto, constitutes the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes all prior agreements, and discussions, between the parties hereto with respect to such subject matter.

11. Benefits; Binding Effect. This Agreement shall be for the benefit of, and shall be binding upon, the parties hereto and their respective successors and assigns.

12. Severability. The invalidity of any one of the words, phrases, sentences, clauses, sections or subsections contained in this Agreement shall not affect the enforceability of the remaining portions of this Agreement, all of which are inserted conditionally on their being valid in law; if any one of the words, phrases, sentences, clauses, sections or subsections contained in this Agreement shall be declared invalid by a court of competent jurisdiction, this Agreement shall be construed as if such invalid word or words, phrase or phrases, sentence or sentences, clause or clauses, section or sections, or subsection or subsections had not been inserted.

13. Section Headings. The section and other headings contained in this Agreement are for reference purposes only and shall not affect the meaning or interpretation of any of the provisions of this Agreement.

14. Counterparts. This Agreement may be executed in any number of counterparts and by the separate parties hereto in separate counterparts, each of which shall be deemed to be an original and the one and the same instrument.

IN WITNESS WHEREOF, the Companies and Trading have executed and delivered this Agreement as of the date first above written.

SUN GLASS HUT, INC.
SUN GLASS HUT FRANCHISING CORPORATION
SUN GLASS HUT - MIDWEST, INC.
SUN GLASS HUT OF WESTLAND, INC.
SUN GLASS HUT OF FLORIDA, INC.
SUN GLASS HUT OF AMERICA, INC.
SUNGLASS HUT - NORTHEAST, INC.

Attest: Helene Ziff, Secy
Helene Ziff,
Secretary of each of
the above-listed
corporations

By: Sanford Ziff, Pres.
Sanford Ziff, the President
of each of the above-listed
corporations

SUN GLASS HUT TRADING CORPORATION

Attest: Helene Ziff, Secy
Helene Ziff,
Secretary

By: Sanford Ziff, Pres.
Sanford Ziff, President

VICTORIA SUNGLASS, INC.

Attest: Maria Victoria
Maria Victoria,
Secretary

By: Maria Victoria
Maria Victoria, President

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
SUN GLASS HUT TRADING CORPORATION

Pursuant to the provision of Section 607.181 of the Florida General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is SUN GLASS HUT TRADING CORPORATION.

2. The following amendment of the Articles of Incorporation was adopted by all of the Directors and the Shareholders of the corporation on November 11, 1988, in the manner prescribed by Section 607.181(3) of the Florida General Corporation Act:

RESOLVED, that Article I of the Articles of Incorporation of SUN GLASS HUT TRADING CORPORATION, shall be amended to read as follows:

"I. NAME

The name of this corporation shall be

SUNGLASS HUT TRADING CORPORATION."

DATED: November 11, 1988.

SUN GLASS HUT TRADING CORPORATION, a Florida corporation

(CORPORATE SEAL)

BY:

Sanford Ziff, President

ATTEST:

Helene Ziff, Secretary

TRADEMARK

REEL: 002717 FRAME: 0455

CORPORATE ACTION BY
SOLE SHAREHOLDER AND DIRECTORS

The Sole Shareholder and Directors of SUN GLASS HUT TRADING CORPORATION, a corporation organized and existing under the laws of the State of Florida, do hereby unanimously agree, consent to, adopt and order the following corporate action:

1. Each of the undersigned do hereby waive all formal requirements, including the necessity of holding a formal meeting, and any requirements that notice of such meeting be given.

2. The following resolution is hereby adopted:

"RESOLVED, that ARTICLE I of the Articles of Incorporation of SUN GLASS HUT TRADING CORPORATION be amended to read as follows:

ARTICLE I

The name of this corporation shall be

SUNGLASS HUT TRADING CORPORATION."

3. The action contained herein shall be effective as of the 11th day of November, 1988.

IN WITNESS WHEREOF, the undersigned have each executed the foregoing Corporate Action for the purpose of giving their consent thereto.

SOLE SHAREHOLDER:

SUNGLASS HUT CORPORATION

BY: Sanford J. Ziff, Pres.
President

DIRECTORS:

Sanford J. Ziff, Pres.
Sanford J. Ziff

Helene Ziff, Dir.
Helene Ziff

Dean Ziff, Dir.
Dean Ziff

ARTICLES OF MERGER
OF
SUN MARK, INC., a Texas corporation
SUNGLASS MARKETING, INC., a Nevada corporation
SUNGLASS HUT OF CALIFORNIA, INC., a California corporation
SUNGLASS HUT CAPITOLA, INC., a California corporation
WALLIS ARNOLD ENTERPRISES, INC. (California), a California corporation
and
WALLIS ARNOLD ENTERPRISES, INC. (Delaware), a Delaware corporation
into
SUNGLASS HUT TRADING CORPORATION, a Florida corporation

95 MAY -01 PM 3:30
FILED
SECRET
TALLMANS
STATE
RECORDS

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), Sunglass Hut Trading Corporation, a Florida corporation (the "Surviving Corporation"), and Sun Mark, Inc., a Texas corporation, Sunglass Marketing, Inc., a Nevada corporation, Sunglass Hut of California, Inc., a California corporation, Sunglass Hut Capitola, Inc., a California corporation, Wallis Arnold Enterprises, Inc. (California), a California corporation, and Wallis Arnold Enterprises, Inc. (Delaware), a Delaware corporation (collectively, the "Disappearing Corporations") (the Surviving Corporation and the Disappearing Corporations are sometimes hereinafter referred to as the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Disappearing Corporations into the Surviving Corporation (the "Merger"):

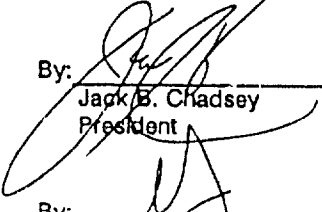
FIRST: The Plan of Merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:

- (a) The Disappearing Corporations shall be merged with and into the Surviving Corporation.
- (b) (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 therefor, and (ii) each share of the Surviving Corporation'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.

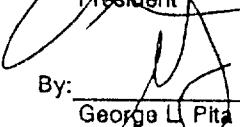
SECOND: Pursuant to the provisions of Section 607.1105(d) of the Act, the Board of Directors and shareholders of each of the Disappearing Corporations and the Surviving Corporation approved the Merger pursuant to unanimous written consent dated as of January 29, 1995.

IN WITNESS WHEREOF, Sunglass Hut Trading Corporation, Sunmark, Inc., Sunglass Marketing, Inc., Sunglass Hut of California, Inc., Sunglass Hut Capitola, Inc., Wallis Arnold Enterprises, Inc. (California), and Wallis Arnold Enterprises, Inc. (Delaware), have caused these Articles of Merger to be signed in their corporate names by their respective officers, as of January 29, 1995.

SUNGLASS HUT TRADING CORPORATION, a Florida corporation

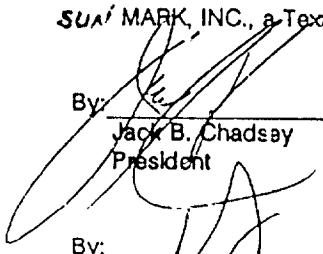
By: 

Jack B. Chadsey
President

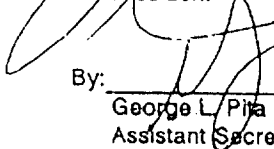
By: 

George L. Pita
Assistant Secretary

SUNMARK, INC., a Texas corporation

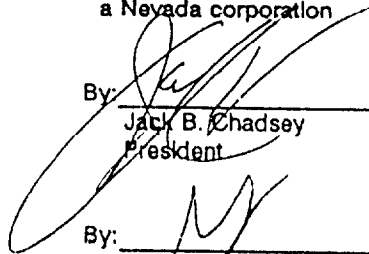
By: 

Jack B. Chadsey
President

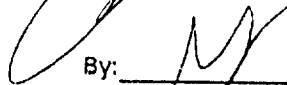
By: 

George L. Pita
Assistant Secretary

SUNGLASS MARKETING, INC., a Nevada corporation

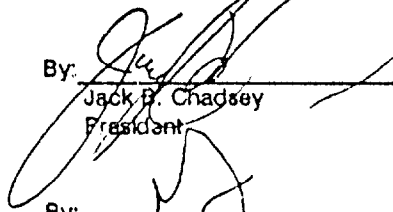
By: 

Jack B. Chadsey
President

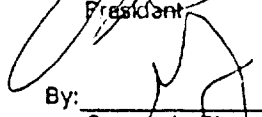
By: 

George L. Pita
Assistant Secretary

SUNGLASS HUT OF CALIFORNIA, INC.
a California corporation

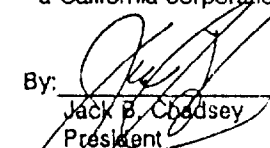
By: 

Jack B. Chadsey
President

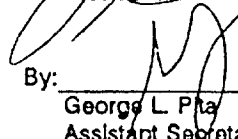
By: 

George L. Pita
Assistant Secretary

SUNGLASS HUT CAPITOLA, INC.
a California corporation

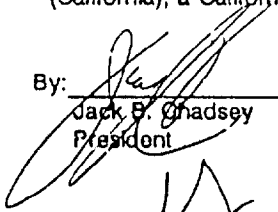
By: 

Jack B. Chadsey
President

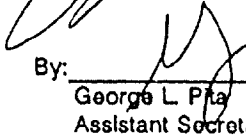
By: 

George L. Pita
Assistant Secretary

WALLIS ARNOLD ENTERPRISES, INC.
(California), a California corporation

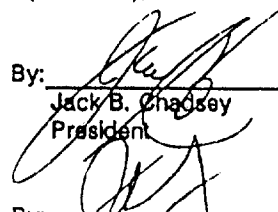
By: 

Jack B. Chadsey
President

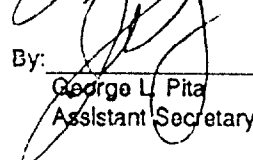
By: 

George L. Pita
Assistant Secretary

WALLIS ARNOLD ENTERPRISES, INC.
(Delaware), a Delaware corporation

By: 

Jack B. Chadsey
President

By: 

George L. Pita
Assistant Secretary

H97000001900 4

ARTICLES OF MERGER
OF
SUNSATIONS SUNGLASS COMPANY, an Indiana corporation
INTO
SUNGLASS HUT TRADING CORPORATION, a Florida corporation

Pursuant to Chapter 607 of the Florida Business Corporation Act (the "Act"), Sunglass Hut Trading Corporation, a Florida corporation (the "Surviving Corporation"), and Sunsatons Sunglass Company, an Indiana corporation (the "Disappearing Corporation") (the Surviving Corporation and the Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Corporations"), hereby adopt the following Articles of Merger for the purpose of effecting the merger of the Disappearing Corporation into the Surviving Corporation (the "Merger"):

FIRST: The Plan of Merger, pursuant to Sections 607.1101 and 607.1105 of the Act, is as follows:

(a) The Disappearing Corporation shall be merged with and into the Surviving Corporation on February 1, 1997 (the "Effective Date").

(b) (1) Each share of the Disappearing Corporation'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 the Surviving Corporation'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.

SECOND: Pursuant to the provisions of Section 607.1105(d) of the Act, the respective Board of Directors and shareholders of the Disappearing Corporation and the Surviving Corporation approved the Merger pursuant to unanimous written consent dated as of January 29, 1997.

Prasan Pandite
1221 Brickell Avenue
Miami, Florida 33131
(305)579-0500

FILED
97 JAN 31 PM 4:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H97000001900 4

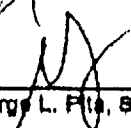
EFFECTIVE DATE
2-1-97

H97000001900 4

IN WITNESS WHEREOF, Sunglass Hut Trading Corporation, a Florida corporation, and SunSations Sunglass Company, an Indiana corporation, have caused these Articles of Merger to be signed in their corporate names by their respective officers, as of January 29, 1997.

SUNGLASS HUT TRADING CORPORATION,
a Florida corporation

By: 
Jack B. Chadsey, President

By: 
George L. Pita, Secretary

SUNSATIONS SUNGLASS COMPANY,
an Indiana corporation

By: 
Jack B. Chadsey, President

By: 
George L. Pita, Secretary

H97000001900 4

**ARTICLES OF MERGER
OF
SUNGLASS HUT EYE X COMPANY., a Florida corporation
INTO
SUNGLASS HUT TRADING CORPORATION, a Florida corporation**

98 JAN 30 AM 11:45
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1101 and Section 607.1105 of the Florida Business Corporation Act, SUNGLASS HUT EYE X COMPANY, a Florida corporation ("Eye X"), and SUNGLASS HUT TRADING CORPORATION, a Florida corporation ("Trading"), hereby adopt the following Articles of Merger for the purpose of merging Eye X with and into Trading (the "Merger").

FIRST: The plan of merger, pursuant to Section 607.1101 of the Florida Business Corporation Act ("the "FBCA"), is as set forth in these Articles of Merger, including Exhibits A hereto (the "Plan of Merger").

SECOND: The Merger shall not be effective until 12:01 A.M. on Sunday, February 1, 1998 (the "Effective Time"). At the Effective Time, Eye X shall be merged with and into Trading, with Trading being the surviving corporation of the Merger (the "Surviving Corporation") and the separate existence of Eye X 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 Trading as in force and effect at the Effective Time shall be the Articles of Incorporation of the Surviving Corporation.

FOURTH: The bylaws of Trading 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 Trading 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 Eye X'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 the Trading'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.

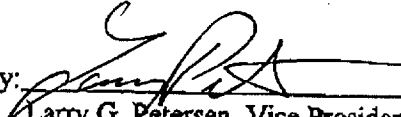
SEVENTH: The Plan of Merger was approved by written consent of the Board of Directors and sole shareholder of Eye X held on January 26, 1998 and by written consent of the Board of Directors and sole shareholder of Trading dated as of January 26, 1998.

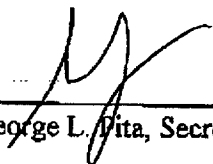
TRADEMARK

REEL: 002777 FRAME: 0403

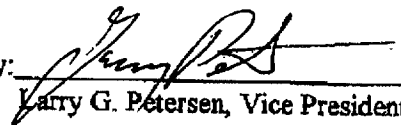
IN WITNESS WHEREOF, each of Eye X and Trading have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by an authorized officer, on this 26th day of January, 1998.

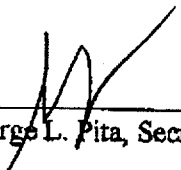
SUNGLASS HUT TRADING CORPORATION,
a Florida corporation

By: 
Larry G. Petersen, Vice President

By: 
George L. Pita, Secretary

SUNGLASS EYE X COMPANY,
an Florida corporation

By: 
Larry G. Petersen, Vice President

By: 
George L. Pita, Secretary

Date, and such persons shall serve in such offices for the terms provided by law or in Trading's Articles of Incorporation and Bylaws, or until their respective successors are elected and qualified.

CAPITAL STOCK. (i) Each share of Eye X'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 the Trading'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.

TERMINATION. This Agreement may be terminated and abandoned by action of the respective Board of Directors of Eye X and Trading 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 Trading at 255 Alhambra Circle, Coral Gables, Florida 33134. A copy of this Agreement shall be furnished by Trading, on request and without cost, to any shareholder of either Eye X or Trading.

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, Trading agrees that it may be served with process in Florida in any proceeding for enforcement of any obligation of Eye X or Trading arising from the Merger.

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 EYE X COMPANY,
a Florida corporation

By: 
Larry G. Petersen
Vice President

SUNGLASS HUT TRADING CORPORATION,
a Florida corporation

By: 
Larry G. Petersen
Vice President

ARTICLES OF MERGER
OF
THE SUNGLASS OUTLET, INCORPORATED
WITH AND INTO
SUNGLASS HUT TRADING CORPORATION

FILED
2002 MAY 31 PM 3:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging The Sunglass Outlet, Incorporated into Sunglass Hut Trading Corporation, as approved by the Board of Directors of the parent corporation on May 31, 2002.

2. The merger of The Sunglass Outlet, Incorporated with and into Sunglass Hut Trading Corporation is permitted by the laws of the jurisdiction of organization of The Sunglass Outlet, Incorporated and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of The Sunglass Outlet, Incorporated was May 31, 2002.

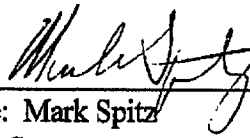
3. As to Sunglass Hut Trading Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 31, 2002.

4. Shareholder approval was not required for the merger.

5. The effective time and date of the merger herein provided for the State of Florida shall be at 5 p.m. on May 31, 2002.

Executed as of May 31, 2002.

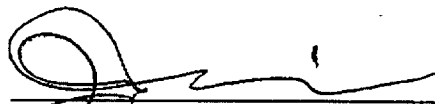
THE SUNGLASS OUTLET, INCORPORATED

By: 

Name: Mark Spitz

Title: Secretary

SUNGLASS HUT TRADING CORPORATION

By: 

Name: Jack S. Dennis

Title: Vice President and Chief Financial Officer

ANNEX – PLAN OF MERGER

1. Sunglass Hut Trading Corporation, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of The Sunglass Outlet, Incorporated, which is a business corporation of the State of Colorado, hereby merges The Sunglass Outlet, Incorporated into Sunglass Hut Trading Corporation pursuant to the provisions of the laws of the State of Colorado and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of The Sunglass Outlet, Incorporated shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Sunglass Hut Trading Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of The Sunglass Outlet, Incorporated shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Sunglass Hut Trading Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

ARTICLES OF MERGER
OF
SUNGLASS OUTLET OF TEXAS, INC.
WITH AND INTO
SUNGLASS HUT TRADING CORPORATION

FILED
2002 MAY 31 PM 3:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

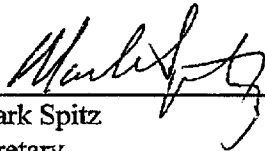
To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

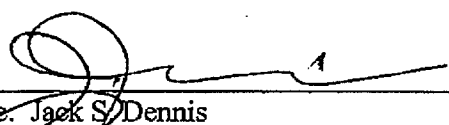
1. Annexed hereto and made a part hereof is a Plan of Merger for merging Sunglass Outlet of Texas, Inc. into Sunglass Hut Trading Corporation, as approved by the Board of Directors of the parent corporation on May 31, 2002.
2. The merger of Sunglass Outlet of Texas, Inc. with and into Sunglass Hut Trading Corporation is permitted by the laws of the jurisdiction of organization of Sunglass Outlet of Texas, Inc. and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Sunglass Outlet of Texas, Inc. was May 31, 2002.
3. As to Sunglass Hut Trading Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 31, 2002.
4. Shareholder approval was not required for the merger.
5. The effective time and date of the merger herein provided for the State of Florida shall be at 5 p.m. on May 31, 2002.

Executed as of May 31, 2002.

SUNGLASS OUTLET OF TEXAS, INC.

By: 
Name: Mark Spitz
Title: Secretary

SUNGLASS HUT TRADING CORPORATION

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

ARTICLES OF MERGER
OF
SUNGLASS OUTLET INCORPORATED
WITH AND INTO
SUNGLASS HUT TRADING CORPORATION

FILED
02 MAY 31 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the Florida parent business corporation and the foreign wholly-owned subsidiary business corporation named below do hereby adopt the following Articles of Merger.

1. Annexed hereto and made a part hereof is a Plan of Merger for merging Sunglass Outlet Incorporated into Sunglass Hut Trading Corporation, as approved by the Board of Directors of the parent corporation on May 31, 2002.

2. The merger of Sunglass Outlet Incorporated with and into Sunglass Hut Trading Corporation is permitted by the laws of the jurisdiction of organization of Sunglass Outlet Incorporated and is in compliance with said laws. The date of adoption of the Plan of Merger by the Board of Directors of Sunglass Outlet Incorporated was May 31, 2002.

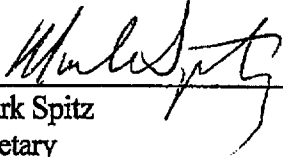
3. As to Sunglass Hut Trading Corporation, the aforesaid Plan of Merger was adopted in accordance with the provisions of the Florida Business Corporation Act on May 31, 2002.

4. Shareholder approval was not required for the merger.

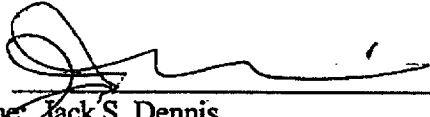
5. The effective time and date of the merger herein provided for the State of Florida shall be at 5 p.m. on May 31, 2002.

Executed as of May 31, 2002.

SUNGLASS OUTLET INCORPORATED

By: 
Name: Mark Spitz
Title: Secretary

SUNGLASS HUT TRADING CORPORATION

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

ANNEX - PLAN OF MERGER

1. Sunglass Hut Trading Corporation, which is a business corporation of the State of Florida and is the owner of all of the outstanding shares of Sunglass Outlet Incorporated, which is a business corporation of the State of Delaware, hereby merges Sunglass Outlet Incorporated into Sunglass Hut Trading Corporation pursuant to the provisions of the laws of the State of Delaware and pursuant to the provisions of the Florida Business Corporation Act.
2. The separate existence of Sunglass Outlet Incorporated shall cease at the effective time and date of the merger pursuant to the provisions of the laws of the jurisdiction of its organization; and Sunglass Hut Trading Corporation shall continue its existence as the surviving corporation pursuant to the provisions of the Florida Business Corporation Act.
3. The issued shares of Sunglass Outlet Incorporated shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.
4. The Board of Directors and the proper officers of Sunglass Hut Trading Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

ANNEX A
Scheduled Marks
Trademark List – UNITED STATES

Trademark	Status / Class(es)	Application Number/Date	Registration Number/Date
FACE GEAR	Registered 35 Int.	75/470069 20-Apr-1998	2588750 02-Jul-2002
SUNGLASS OUTLET	Registered 35 Int.	75/851926 18-Nov-1999	2459301 12-Jun-2001
SUNGLASS OUTLET AND DESIGN	Registered 42 Int.	75/047624 24-Jan-1996	2027031 31-Dec-1996