

P19145

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ MAIL

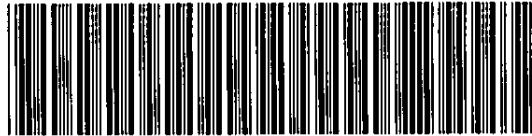
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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EXPIRATION DATE
1-1-3

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2912 DEC 19 AM 11-08
NOT RECORDED
TO AGENCY FILED
SUFFICIENCY OF FILING

12 DEC 19 PM 4:36

CORP/LLC
merger

12-20-12

Dc



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 465352 4300314

AUTHORIZATION

Spudde man

COST LIMIT : \$ 60.00

ORDER DATE : December 18, 2012

ORDER TIME : 8:51 AM

ORDER NO. : 465352-010

CUSTOMER NO: 4300314

ARTICLES OF MERGER

POLAROID EYEWEAR U.S., LLC

INTO

SAFILO USA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

Certificate of Merger
For
Florida Limited Liability Company

EFFECTIVE DATE
1-1-13

12 DEC 19 11:14:35
STATE OF FLORIDA
DEPARTMENT OF REVENUE

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Polaroid Eyewear U.S., LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Safilo USA, Inc.	New Jersey	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2013

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Safilo USA, Inc.

801 Jefferson Road

Parsippany, NJ 07054

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 801 Jefferson Road

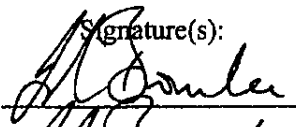
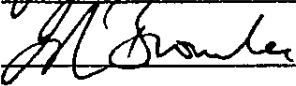
Parsippany, NJ 07054

Mailing address: 801 Jefferson Road

Parsippany, NJ 07054

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Polaroid Eyewear U.S., LLC		Ross Brownlee
Safilo USA, Inc.		Ross Brownlee

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u>	For each Limited Liability Company:	\$25.00
	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50
	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Polaroid Eyewear U.S., LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Safilo USA, Inc.	New Jersey	Corporation

THIRD: The terms and conditions of the merger are as follows:

See attached Plan of Merger.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

PLAN OF MERGER
OF
POLAROID EYEWEAR U.S., LLC
INTO
SAFILO USA, INC.


Pursuant to N.J.S.A. 14A and in accordance with 608.4382 of the Florida Statutes, the undersigned, being the President of SAFILO USA, INC., a New Jersey corporation hereby adopts the following Plan of Merger:

1. The names of the constituent companies to the merger are POLAROID EYEWEAR U.S., LLC, a Florida limited liability company and SAFILO USA, INC., New Jersey corporation,
2. The name of the surviving corporation is SAFILO USA, INC. Its certificate of incorporation was filed by the Department of State of the State of New Jersey on December 2, 1977 under the name Starline Optical Corp.
3. The name of the merging company is POLAROID EYEWEAR U.S., LLC. Its Articles of Organization were filed by the Department of State of Florida on November 4, 2011.
4. SAFILO USA, INC., the surviving corporation, is the sole member of POLAROID EYEWEAR U.S., LLC, the merging company.
5. POLAROID EYEWEAR U.S., LLC, shall be merged into SAFILO USA, INC., which shall be the surviving corporation.
6. The terms and conditions of the merger are as follows:
 - a. All the issued and outstanding share of stock of SAFILO USA, INC., the surviving corporation, shall remain unchanged in the hands of the holders thereof.
 - b. No cash or other consideration shall be paid or delivered for membership interest of POLAROID EYEWEAR U.S., LLC held by SAFILO USA, INC., and the certificates, if any, for such membership interest shall be surrendered and cancelled.
 - c. The certificate of incorporation and bylaws of the surviving corporation shall remain unchanged until amended or changed as provided therein or as provided by law.

d. The directors and officers of SAFILO USA, INC., shall continue as the directors and officers of the surviving corporation.

e. The effective date of the merger shall be January 1, 2013.


SAFILO USA, INC.

By: 
Ross Brownlee, President

POLAROID EYEWEAR U.S., LLC

BY: SAFILO USA, INC.

Sole Member/Manager

By: 
Ross Brownlee, President