

08-12-1999



101115661

COVER SHEET

ONLY

Docket No.:

1429.003

Tab settings → → → ▼

To the Honorable Commissioner, 101115661 Record the attached original documents or copy thereof.

1. Name of conveying party(ies):
Omega Opco, Inc.

MAD 8/19/99

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

Additional names(s) of conveying party(ies) Yes No

2. Name and address of receiving party(ies):

Name: **Essilor Laboratories of America, Inc.**

Internal Address: _____

Street Address: **13515 North Stemmons Freeway**

City: **Dallas** State: **TX** ZIP: **75234**

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

If assignee is not domiciled in the United States, a domestic designation is Yes N
(Designations must be a separate document from
Additional name(s) & address(es) Yes N

3. Nature of conveyance:

Assignment Merger
 Security Agreement Change of Name
 Other **Articles and Certificate of Merger**

Execution Date: **12/17/99, effective 12/31/99**

4. Application number(s) or registration numbers(s):

A. Trademark Application No.(s)
75/378,469

Additional numbers Yes No

B. Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: **Jane Linowitz, Esq.**

Internal Address: **Levisohn, Lerner, Berger & Langsam**

Street Address: **757 Third Avenue, Suite 2400**

City: **New York** State: **NY** ZIP: **10017**

6. Total number of applications and registrations involved:..... **1**

7. Total fee (37 CFR 3.41):.....\$ **\$40.00**

Enclosed
 Authorized to be charged to deposit account

8. Deposit account number:

In case of deficiency, please charge 02-2105

DO NOT USE THIS SPACE

08/11/1999 NTHA11 00000341 75378469
01 FC:481 40.00 OP

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jane Linowitz *Jane Linowitz* **August 3, 1999**
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and

15



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 31, 1998

CSC
Attn: Cassandra Lamm
Tallahassee, FL

Re: Document Number P96000026082

The Articles of Merger were filed December 31, 1998, for ESSILOR LABORATORIES OF AMERICA, INC., the surviving Florida corporation.

The certification you requested is enclosed.

Should you have any further questions concerning this matter, please feel free to call (850) 487-6050, the Amendment Filing Section.

Susan Payne
Senior Section Administrator
Division of Corporations

Letter Number: 498A00061199

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Merger, filed on December 31, 1998, for ESSILOR LABORATORIES OF AMERICA, INC., the surviving Florida corporation, as shown by the records of this office.

The document number of this corporation is P96000026082.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Thirty-first day of December, 1998



CR2EO22 (2-95)

Handwritten signature of Sandra B. Northam in cursive.

Sandra B. Northam
Secretary of State

ARTICLES OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

of

98 DEC 31 PM 1:15

ESSOMEGA CORPORATION, a Delaware corporation,

and

OMEGA OPCO, INC., a Delaware corporation

(each a "Terminating Corporation")

with and into

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

with

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

(as the "Surviving Corporation")

Pursuant to the provisions of Sections 607.1101 and 607.1105 of the Florida Business Corporation Act and Section 252 of the Delaware General Corporation Law, Essomega Corporation, a Delaware corporation, Omega Opco, Inc., a Delaware corporation, and Essilor Laboratories of America, Inc., a Florida corporation, do hereby adopt the following Articles of Merger:

FIRST: The names of the corporations which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Essomega Corporation, a Delaware corporation, Omega Opco, Inc., a Delaware corporation (hereinafter each referred to as a "Terminating Corporation"), and Essilor Laboratories of America, Inc., a Florida corporation (hereinafter referred to as the "Surviving Corporation").

SECOND: The plan of merger is set forth in that certain Agreement and Plan of Merger, dated December 17, 1998 by and among the Terminating Corporations and the Surviving Corporation (the "Plan of Merger"), a copy of which Plan of Merger is attached hereto as Exhibit A.

THIRD: The Plan of Merger was adopted by the Board of Directors and the sole shareholder of each of the Terminating Corporations and the Board of Directors and sole shareholder of the Surviving Corporation pursuant to unanimous written consent actions dated December 17, 1998.

FOURTH: The Merger shall become effective on December 31, 1998, upon the filing of these Articles of Merger with the Florida Secretary of State as required by Section 607.1105 of the Florida Business Corporation Act and the filing of the Plan of Merger (or a

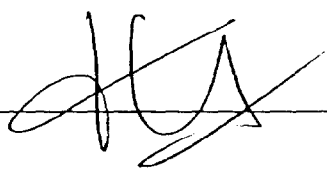
Certificate of Merger) with the Delaware Secretary of State in compliance with the provisions of Section 252 of the Delaware General Corporation Law.


These Articles of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

IN WITNESS WHEREOF, the parties have caused these Articles of Merger to be executed as of this 17th day of December, 1998.

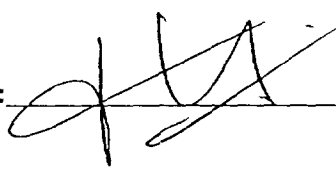
"Terminating Corporations"

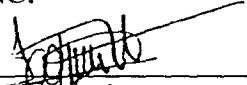
ESSOMEGA CORPORATION

Attest: 

By: 
Name: Jacques Stoerr
Title: Chief Executive Officer

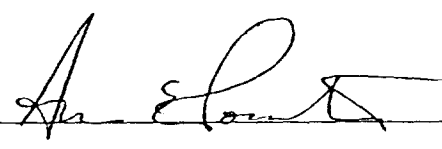
OMEGA OPCO, INC.

Attest: 

By: 
Name: Hubert Sagniere
Title: President

"Surviving Corporation"

ESSILOR LABORATORIES OF AMERICA, INC.

Attest: 


By: 
Name: Chris Paddison
Title: President

EXHIBIT A

=====

AGREEMENT AND PLAN OF MERGER

by and among

ESSOMEGA CORPORATION, a Delaware corporation,
OMEGA OPCO, INC., a Delaware corporation
(each a "Terminating Corporation")

and

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

with

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation
(as the "Surviving Corporation")

December 17, 1998

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is made and entered into this 17th day of December, 1998, by and among:

ESSOMEGA CORPORATION, a Delaware corporation
OMEGA OPCO, INC., a Delaware corporation

(hereinafter each referred to as a "Terminating Corporation")

and

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation

(hereinafter referred to as the "Surviving Corporation").

WITNESSETH:

WHEREAS, Essomega Corporation is a corporation organized and existing under the laws of the State of Delaware; and

WHEREAS, Omega Opco, Inc. is a corporation organized and existing under the laws of the State of Delaware, and

WHEREAS, Essilor Laboratories of America, Inc. is a corporation organized and existing under the laws of the State of Florida, and

WHEREAS, the General Corporation Law of the State of Delaware permits the merger of a business corporation of the State of Delaware with and into a business corporation of another jurisdiction; and

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another jurisdiction with and into a business corporation of the State of Florida; and

WHEREAS, the Board of Directors and the sole shareholder of each of the Terminating Corporations and the Board of Directors and the sole shareholder of the Surviving Corporation have deemed it to be in the best interests of the Terminating Corporations, the Surviving Corporation and their respective sole shareholder that the Terminating Corporations and the Surviving Corporation be merged (the "Merger") upon the terms and conditions and in the manner set forth in this Plan of Merger.

NOW, THEREFORE, in consideration of the mutual premises herein contained, the Terminating Corporations and Surviving Corporation hereby agree as follows:

1. **MERGER.** Pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Delaware General Corporation Law, the Terminating Corporations shall each and all be merged with and into the Surviving Corporation upon the terms and conditions set forth in this Plan of Merger, and the Surviving Corporation shall continue under the laws of the State of Florida as the Surviving Corporation.

2. **SURVIVING CORPORATION.** On and after the Effective Date (as defined below) of the Merger:

a. The Surviving Corporation shall continue to exist as a corporation under the laws of the State of Florida, with all of the rights and obligations as are provided by Chapter 607, Florida Statutes.

b. The Terminating Corporations shall each and all cease to exist, and all of their respective property, rights and obligations shall become the property, rights and obligations of the Surviving Corporation.

3. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the Merger are as follows:

a. **Articles of Incorporation.** On and after the Effective Date of the Merger, the Articles of Incorporation of Essilor Laboratories of America, Inc. shall continue as the Articles of Incorporation of the Surviving Corporation, except that, pursuant to Section 607.1101(3)(a) of the Florida Business Corporation Act, the second paragraph of said Articles of Incorporation shall be amended in its entirety to read as follows:

SECOND: The address of the principal office and the mailing address of the corporation is 13515 North Stemmons Freeway, Dallas, Texas 75234.

b. **Bylaws.** The Bylaws of Essilor Laboratories of America, Inc. shall continue as the Bylaws of the Surviving Corporation, unless and until the same shall be amended or repealed in accordance with their provisions and the laws of the State of Florida.

c. **Directors.** The current directors of Essilor Laboratories of America, Inc. shall continue to be the directors of the Surviving Corporation, and each such director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal as provided in the Bylaws of Essilor Laboratories of America, Inc.

d. **Outstanding Shares of the Terminating Corporations.** On the Effective Date of the Merger, all shares of issued and outstanding capital stock of each of the Terminating Corporations shall be canceled and no shares of stock or other securities shall be issued in respect thereof.

e. Outstanding Shares of the Surviving Corporation. On the Effective Date of the Merger, all of the issued and outstanding capital stock of the Surviving Corporation shall remain outstanding and shall not be affected by the Merger.

4. APPROVAL. The Merger contemplated by this Plan of Merger has previously been submitted to and approved by the Board of Directors and the sole shareholder of each of the Terminating Corporations and the Board of Directors and sole shareholder of the Surviving Corporation pursuant to unanimous written consent actions dated December 17, 1998.

5. EFFECTIVE DATE OF MERGER. The Merger shall become effective on December 31, 1998, upon the filing of this Plan of Merger or a Certificate of Merger with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is hereafter called the "Effective Date".

6. MISCELLANEOUS.

a. Governing Law. This Plan of Merger is to be construed in accordance with the laws of the State of Florida.

b. No Third Party Beneficiaries. The terms and conditions of this Plan of Merger are solely for the benefit of the parties hereto and their sole shareholder and no person not a party to this Plan of Merger shall have any rights or benefits whatsoever hereunder, either as a third party beneficiary or otherwise.

c. Service of Process. On and after the Effective Date, the Surviving Corporation agrees that it may be served with process in Delaware in any proceeding for enforcement of the obligations of the Terminating Corporations or the Surviving Corporation arising from the Merger. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding and specifies the following address as the address to which the Secretary of State of the State of Delaware is requested to mail a copy of any such process:

Essilor Laboratories of America, Inc.
13515 North Stemmons Freeway
Dallas, Texas 75234

d. Authorization. The Board of Directors and the proper officers of the Terminating Corporations and of the Surviving Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and 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.

e. **Termination.** Notwithstanding its full approval and adoption, this Plan of Merger may be terminated at any time prior to the effectuation of any requisite filing with the Secretary of State of the State of Delaware or at any time prior to the filing of any requisite merger documents with the Secretary of State of the State of Florida, in the event that the Board of Directors and sole shareholder of any of the Terminating Corporations or the Surviving Corporation elect to effect such a termination.

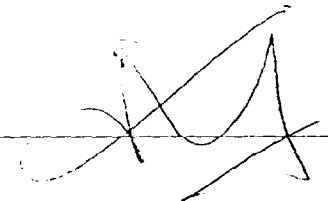
f. **Complete Agreement.** This Plan of Merger constitutes the complete agreement among the parties and incorporates all prior agreements and representations in regard to the matters set forth herein, and it may not be amended, changed or modified except by a writing signed by all parties hereto.


IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed as of the date first written above.

This Plan of Merger may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

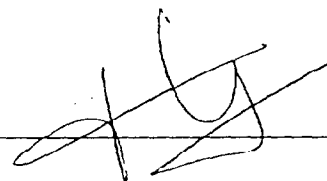
"Terminating Corporations"

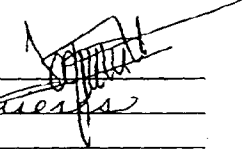
ESSOMEGA CORPORATION

Attest: 

By: 
Name: Jacques Stoerr
Title: Chief Executive Officer

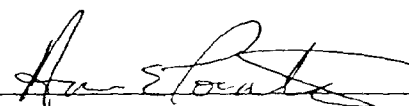
OMEGA OPCO, INC.


Attest: 

By: 
Name: Hubert Sagueris
Title: President

"Surviving Corporation"

ESSILOR LABORATORIES OF AMERICA, INC.

Attest: 

By: 
Name: Chris Addison
Title: President

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ESSOMEGA CORPORATION", A DELAWARE CORPORATION,

"OMEGA OFCO, INC.", A DELAWARE CORPORATION,

WITH AND INTO "ESSILOR LABORATORIES OF AMERICA, INC." UNDER THE NAME OF "ESSILOR LABORATORIES OF AMERICA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1998.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE AND KENT COUNTY RECORDER OF DEEDS.



Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION:

2985439 8100M

DATE: 9493159

981504729

12-29-98

CERTIFICATE OF MERGER

of

ESSOMEGA CORPORATION, a Delaware corporation, and
OMEGA OPCO, INC., a Delaware corporation
(hereinafter, each referred to as a **“Terminating Corporation”**)

with and into

ESSILOR LABORATORIES OF AMERICA, INC., a Florida corporation
(hereinafter, referred to as the **“Surviving Corporation”**)

December 17, 1998

It is hereby certified that:

1. The constituent business corporations participating in the merger herein certified are:

- (i) Essomega Corporation, which is incorporated under the laws of the State of Delaware;
- (ii) Omega Opco, Inc., which is incorporated under the laws of the State of Delaware; and
- (iii) Essilor Laboratories of America, Inc., which is incorporated under the laws of the State of Florida.

2. An Agreement and Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid Terminating Corporations in accordance with the provisions of subsection (c) of Section 252 of the General Corporation Law of the State of Delaware, and by the Surviving Corporation in accordance with applicable provisions of the Florida Business Corporation Act.

3. The name of the Surviving Corporation in the merger certified is Essilor Laboratories of America, Inc., which will continue its existence as said Surviving Corporation under its present name upon the effective date of said merger pursuant to the provisions of the Florida Business Corporation Act.

4. The executed Agreement and Plan of Merger between the aforesaid constituent corporations is on file at the principal place of business of the aforesaid Surviving Corporation, the address of which is as follows:

Essilor Laboratories of America, Inc.
13515 North Stemmons Freeway
Dallas, Texas 75234

5. A copy of the aforesaid Agreement and Plan of Merger will be furnished by the aforesaid Surviving Corporation, on request, and without cost, to any stockholder of each of the aforesaid constituent corporations.

6. The Agreement and Plan of Merger between the aforesaid constituent corporations provides that the merger herein certified shall be effective on December 31, 1998, upon the filing of said Plan of Merger or a Certificate of Merger with the Secretary of State of Delaware in accordance with the Delaware General Corporation Law and the filing of Articles of Merger with the Secretary of State of Florida in accordance with the Florida Business Corporation Act. The time of such effectiveness is referred to as the "Effective Date".

(i) On and after the Effective Date, the Surviving Corporation agrees that it may be served with process in Delaware in any proceeding for enforcement of the obligations of the Terminating Corporations or the Surviving Corporation arising from the merger. The Surviving Corporation hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceeding and specifies the following address as the address to which the Secretary of State of the State of Delaware is requested to mail a copy of any such process:


Essilor Laboratories of America, Inc.
13515 North Stemmons Freeway
Dallas, Texas 75234

This instrument may be executed in two or more counterparts, all of which when taken together shall constitute one instrument.

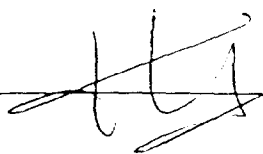
IN WITNESS WHEREOF, the undersigned have executed this instrument as of the date first written above with affirmation and acknowledgement, under penalties of perjury, that it is the act and deed of the respective corporations and that the facts stated herein are true.

"Terminating Corporations"

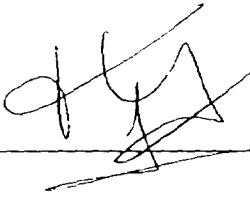
ESSOMEGA CORPORATION

By: 
Name: Jacques Stearn
Title: Chief Executive Officer

Attest: _____



Attest:

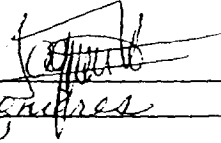


OMEGA OPCO, INC.

By:

Name: Hubert Sagnieres

Title: President



"Surviving Corporation"

ESSILOR LABORATORIES OF AMERICA, INC.

Attest:



By:

Name: Chris Paddison

Title: President

