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# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

**BREMER EHRLER**  
Secretary



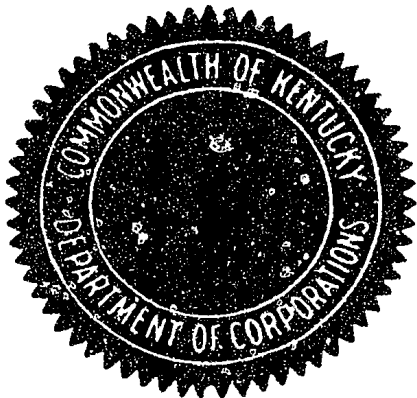
FRANKFORT,  
KENTUCKY

## CERTIFICATE OF MERGER OF DOMESTIC CORPORATIONS INTO

I, **BREMER EHRLER**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of  
**KENTUCKY OPTICAL COMPANY**

\_\_\_\_\_ ,  
a domestic corporation, into **THE OPTICAL CORPORATION OF AMERICA, INC.**,  
a domestic corporation, duly signed and verified pursuant to the provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes. Accordingly, as Secretary of State and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Merger of  
**KENTUCKY OPTICAL COMPANY**

INTO **THE OPTICAL CORPORATION OF AMERICA, INC.**



SECRETARY OF STATE

Witness my official signature and seal of office this 7th  
day of APRIL, 19 88, at Frankfort, Kentucky.

*Bremer Ehler*

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY FILED  
SECRETARY OF STATE OF KENTUCKY  
COURT HOUSE, FRANKFORT, KY

ARTICLES OF MERGER  
OF  
KENTUCKY OPTICAL COMPANY  
INTO

THE OPTICAL CORPORATION OF AMERICA, INC.

*AD* APR 07 1988 *OK #25.00*

*LY*  
*sdpt*

*LY*  
*sdpt.*

*Quinn*  
*Quinn*

Pursuant to provisions of KRS 271A.375, the undersigned,  
THE OPTICAL CORPORATION OF AMERICA, INC. (the "Corporation"),  
a Kentucky corporation, does hereby adopt the following Arti-  
cles of Merger:

516996

ARTICLE I

The following Plan of Merger was approved by the Board  
of Directors of the Corporation in a resolution adopted by  
unanimous consent in lieu of a meeting on April 7, 1988:

PLAN OF MERGER

1. KENTUCKY OPTICAL COMPANY, a Kentucky corporation (the "Subsidiary"), which is a wholly owned subsidiary of THE OPTICAL CORPORATION OF AMERICA, INC., a Kentucky corporation, (the "Surviving Corporation"), shall be merged into the Surviving Corporation. The effective date of the merger shall be the date of filing of Articles of Merger with the Secretary of State of the Commonwealth of Kentucky which filing shall occur on or about the 7th day of April, 1988.
2. On the effective date of the merger, all of the outstanding shares of the common capital stock of the Subsidiary shall be surrendered to the Surviving Corporation for cancellation and no shares of the common capital stock of the Surviving Corporation shall be issued in exchange therefor.

ARTICLE II

The Subsidiary has a single class of stock, that being common stock par value \$100 per share, of which there are

1,000 shares issued and outstanding, and the Surviving Corporation is the holder of all such outstanding shares.

ARTICLE III

The Subsidiary Corporation does hereby waive the 30-day period which would otherwise follow a mailing to it of a copy of the Plan of Merger set out above, acknowledges receipt of a copy of the Plan of Merger and consents to the merger contemplated in such Plan of Merger.

WITNESS, the signature of the Surviving Corporation, by its undersigned officers on the 7th day of April, 1988.

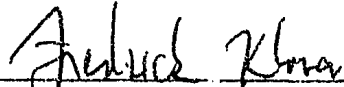
THE OPTICAL CORPORATION OF AMERICA, INC.

By: Karl R. Witschonke  
Karl Witschonke, President

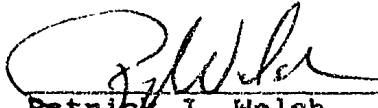
By: Janet A. Schmidt  
Janet A. Schmidt, Secretary

STATE OF NEW YORK )  
 ) SS:  
COUNTY OF NEW YORK )

On April 7, 1988, before me personally appeared Karl Witschonke, to me known and who, being by me duly sworn, did depose and say that he resides at 301 Broadway, Dobbs Ferry, New York, and that he is the President of The Optical Corporation of America, Inc., a Kentucky Corporation, the Corporation which executed the foregoing instrument, and that he signed his name thereto by order of the Board of Directors of said Corporation.

  
\_\_\_\_\_  
Notary Public

This instrument was prepared by:

  
\_\_\_\_\_  
Patrick J. Welsh  
GREENEBAUM, DOLL & MCDONALD  
3300 First National Tower  
Louisville, KY 40202  
(502) 589-4200

FREDRICK KLARER  
NOTARY PUBLIC, State of New York  
No. 4863968  
Qualified in Westchester County  
Commission Expires June 9, 1998