

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

BREMER EHRLER
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF MERGER OF DOMESTIC AND FOREIGN CORPORATIONS

I, **BREMER EHRLER**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that triplicate originals of Articles of Merger of
THE OPTICAL CORPORATION OF AMERICA, INC.

a KENTUCKY corporation, into KSA CORP.
a DELAWARE 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
THE OPTICAL CORPORATION OF AMERICA, INC. (KY. CORP.)

into KSA CORP. (DEL. NOT QUAL.) Changing the Name to:
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 600040588 3617-6: (D)A-KSA1>

RECORDED

APR 07 1988

of \$25.00

ARTICLES OF MERGER

OF

THE OPTICAL CORPORATION OF AMERICA, INC.

INTO

KSA CORP.

Bruce E. ...
SECRETARY OF STATE

Pursuant to the provisions of KRS 271A.375, the under-
signed KSA Corp., a Delaware corporation ("KSA"), which owns 100%
of the outstanding shares of The Optical Corporation of America,
Inc., a Kentucky corporation ("Optical"), has adopted the
following Plan of Merger and hereby executes the following
Articles of Merger.

516997

ARTICLE I

The following Plan of Merger was approved by the Board
of Directors of KSA, a Delaware corporation, which owns 100% of
all of the outstanding shares of Optical, a Kentucky corporation,
in resolutions adopted by unanimous consent in lieu of a meeting
on April 7, 1988:

PLAN OF MERGER

1. The Optical Corporation of America, Inc., a
Kentucky corporation (the "Subsidiary"), which is a
wholly-owned subsidiary of KSA Corp. a Delaware
corporation (the "Surviving Corporation), shall be
merged into the Surviving Corporation. The effec-
tive date of the merger shall be the date of
issuance of a Certificate of Merger by the
Secretary of State of the Commonwealth of Kentucky
and the filing of a Certificate of Ownership and
Merger with the Secretary of State of Delaware.
Such filings shall occur on or about the 7th day of
April, 1988 (the "Effective Date").
2. On the Effective Date, all of the outstanding
shares of the capital stock of the Subsidiary shall
be surrendered to the Surviving Corporation for
cancellation and no shares of the capital stock of
the Surviving Corporation shall be issued in
exchange therefor.
3. On the Effective Date, the Articles of
Incorporation of the Surviving Corporation shall be

amended to change the name of the Surviving Corporation to "The Optical Corporation of America, Inc."

ARTICLE II

The Subsidiary has authorized two classes of capital stock consisting of 2,000 shares of preferred stock, par value \$150 per share ("Preferred Shares"), and 200,000 shares of common stock, no par value per share ("Common Shares"), of which 67,684 Common Shares and 1,050 Preferred Shares are issued and outstanding, all of which Common and Preferred Shares are owned by the Surviving Corporation.

ARTICLE III

The Surviving Corporation has waived the 30 day period which would otherwise follow a mailing to it of a copy of the Plan of Merger set out above, and has waived actual receipt of a copy of the Plan of Merger.

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

KSA CORP.

By Karl R. Witschonke
Karl Witschonke, President

By Janet A. Schmidt
Janet A. Schmidt, Secretary

AGREEMENT OF THE OPTICAL CORPORATION OF AMERICA, INC.

Pursuant to the provisions of KRS 271A.385, THE OPTICAL CORPORATION OF AMERICA, INC., a Delaware corporation, ("Optical Delaware"), which is the surviving corporation of the merger of The Optical Corporation of America, Inc., a Kentucky corporation ("Optical Kentucky"), into KSA Corp., a Delaware corporation, pursuant to Articles of Merger of even date herewith, hereby:

1. agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for the enforcement of any obligation of Optical Kentucky and in any proceeding for the enforcement of the rights of a dissenting shareholder of Optical Kentucky against Optical Delaware;

2. irrevocably appoints the Secretary of State of the Commonwealth of Kentucky as its agent to accept service of process in the Commonwealth of Kentucky in any such proceeding;

3. agrees that it will promptly pay to the dissenting shareholders of Optical Kentucky the amount, if any, to which they shall be entitled under the provisions of the Kentucky Business Corporation Act with respect to the rights of dissenting shareholders; and

4. agrees that the courts of the Commonwealth of Kentucky shall retain jurisdiction over that part of the corporate property within the Commonwealth of Kentucky in all matters which may arise as if the merger had not taken place.

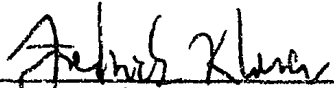
WITNESS the signature of The Optical Corporation of America, Inc., by its duly authorized officer, as of the 7th day of April, 1988

THE OPTICAL CORPORATION OF AMERICA INC.

By Karl R. Witschonke
Karl Witschonke, President

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

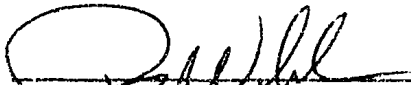
On April 7, 1988 before me personally appeared Karl Witschonke, to me known and who, being by me duly sworn, did depose and say that he resides at 301 Broadway, Dobbs Ferry, New York, and that he is the President of The Optical Corporation of America, Inc., a Delaware Corporation, the Corporation which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



Notary Public

FREDRICK KLARER
NOTARY PUBLIC, State of New York
No. 4863969
Qualified in Westchester County
Commission Expires June 9, 1988

This instrument was prepared by:



Patrick G. Welsh
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