

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 1166-14



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Sola International, Inc.

2. It is incorporated under the laws of Delaware

3. The name, if different, which it elects to use in Rhode Island is:

(a) if the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:

(b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

4. The date of its incorporation is 10/25/93 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)

that address is CT CORPORATION SYSTEM
(Name of Agent)

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

To engage in the manufacture and distribution of prescription eyewear and to engage in and carry out any other lawful act or business for which a corporation may be organized under the Rhode Island Business Corporation Act.

8. The names and respective addresses of the directors and officers are:

	Name	Address
Director	<u>See attachment</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

JAN 30 2001

By [Signature]

9. The aggregate number of shares which I has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
50,000,000	Common		\$.01
5,000,000	Preferred		\$.01

10. The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
24,938,416	Common		\$.01
0	Preferred		\$.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 675,000,000

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 6,000,000

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.88 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 580,000,000

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 10,000,000

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 1.72 % [divide (b) by (a) and multiply by 100 to obtain the percentage].

13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 12/21

Sola International, Inc.

Print Exact Name of Corporation Making Application

By Steven M. Neil

President or Vice President (check one)

By Steven M. Neil ^{AND}

Secretary or Assistant Secretary (check one)

STATE OF _____
COUNTY OF _____

SEE Attached

In _____, on this _____ day of _____, _____, personally appeared before me _____ who, being by me first duly sworn, declared that he/she is the _____ of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Notary Public
My Commission Expires: _____

SOLA INTERNATIONAL, INC.

Attachment to State of Rhode Island
Application for Certificate of Authority

Item #8

Directors:

Jeremy C. Bishop	Hamish Maxwell
Maurice J. Cunniffe	Irving S. Shapiro
Douglas D. Danforth	Jackson L. Schultz
A. William Hamill	

Address: 2420 Sand Hill Road
Suite 200
Menlo Park, CA 94025

Officers:

Steven M. Neil	Executive Vice President, Secretary & Treasurer
Jeremy C. Bishop	President
Stephen J. Lee	Vice President
Alan S. Vaughan	Vice President

Address: 2420 Sand Hill Road
Suite 200
Menlo Park, CA 94025

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

No 5907

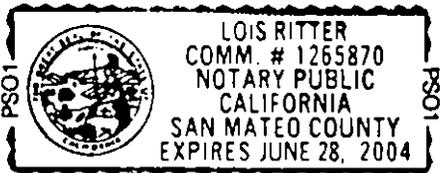
State of CALIFORNIA

County of SANTA CLARA

On January 2, 2001 before me, Lois Ritter
DATE NAME TITLE OF OFFICER - E.G., 'JANE DOE, NOTARY PUBLIC'

personally appeared Steven M. Neil
NAME(S) OF SIGNER(S)

personally known to me - OR - proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) (s) are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Lois Ritter
SIGNATURE OF NOTARY

OPTIONAL

Though the data below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent reattachment of this form.

CAPACITY CLAIMED BY SIGNER

DESCRIPTION OF ATTACHED DOCUMENT

- INDIVIDUAL
- CORPORATE OFFICER
Secretary & V.P.
TIME(S)
- PARTNER(S) LIMITED
- GENERAL
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

TITLE OR TYPE OF DOCUMENT

NUMBER OF PAGES

DATE OF DOCUMENT

SIGNER IS REPRESENTING:
NAME OF PERSON(S) OR ENTITY(IES)

SIGNER(S) OTHER THAN NAMED ABOVE

State of Delaware
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "SOLA INTERNATIONAL INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF OCTOBER, A.D. 1993, AT 3:01 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "CALIFORNIA HIVE - DOWN INC." TO "SOLA GROUP LTD.", FILED THE FIRST DAY OF DECEMBER, A.D. 1993, AT 10:30 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "SOLA GROUP LTD." TO "SOLA INTERNATIONAL INC.", FILED THE TWENTY-SIXTH DAY OF JANUARY, A.D. 1995, AT 10:30 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 1995, AT 2 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-EIGHTH DAY OF FEBRUARY, A.D. 1995, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF DESIGNATION, FILED THE TWENTY-SEVENTH DAY OF AUGUST, A.D. 1998, AT 3:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID



Harriet Smith Windsor
Secretary of State

2356638 8100H

AUTHENTICATION: 0891447

010004388

DATE: 01-03-01