

Filing Fee: See Instructions

ID Number: 313744



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

ARTICLES OF MERGER OR CONSOLIDATION INTO

Newco Eyewear, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Newco Eyewear, Inc. (corporation, RI) and Native Eyewear, Inc. (corporation, PA).

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Newco Eyewear, Inc. which is to be governed by the laws of the state of Rhode Island

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: Native Eyewear, Inc.

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing at 5:00 p.m. on March 24, 2008



SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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PLAN OF MERGER

1. Merger. On the Effective Date (as defined in Section 9 below), Native Eyewear, Inc., a Pennsylvania corporation (the “**Company**”), shall merge with and into Newco Eyewear, Inc., a Rhode Island corporation (“**Newco Eyewear**”), pursuant to Section 7-1.2-1006 of the Rhode Island General Laws and pursuant to 15 Pa. C.S. Section 1921 (the “**Merger**”).

2. Surviving Corporation. Newco Eyewear shall be the surviving corporation of the Merger (hereinafter sometimes referred to as the “**Surviving Corporation**”) and shall be governed by the laws of the State of Rhode Island. The name of the Surviving Corporation from and after the Effective Date shall be “Native Eyewear, Inc.”.

3. Articles of Incorporation. The Articles of Incorporation of Newco Eyewear as in effect on the Effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until changed or amended as provided by applicable law, except that ARTICLE FIRST shall be amended to change the name of the Surviving Corporation as described in Section 2 above.

4. Conversion. The manner and basis of converting the shares of the capital stock of Newco Eyewear into shares of capital stock of the Surviving Corporation on the Effective Date and the manner and basis of converting the shares of the Company common stock into cash on the Effective Date are as follows:

4.1. Newco Eyewear Common Stock. Each one share of Newco Eyewear common stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, remain one fully paid share of the Surviving Corporation common stock, and outstanding certificates representing shares of Newco Eyewear common stock shall thereafter continue to represent shares of the Surviving Corporation common stock. Such certificates may, but need not be, exchanged by the holders thereof after the Effective Date for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation as amended in accordance with Section 2 above.

4.2. The Company Common Stock. Each share of Company Common Stock outstanding immediately prior to the Effective Date by virtue of the Merger and without any act on the part of the holder thereof, shall be converted into a right to receive, upon surrender of the certificate representing such share, a cash payment per share as described in that certain Agreement and Plan of Merger dated as of March 14, 2008 by and among A.T. Cross Company, Newco Eyewear and the Company (the “**Merger Agreement**”), a copy of which is on file with the records of the Surviving Corporation. As of the Effective Date, all such shares of the Company Common Stock shall cease to exist, certificates representing such shares shall be cancelled and retired, and each holder of record of certificates representing such shares shall cease to have any rights with respect thereto, except the right to receive the cash payment per share as further described in the Merger Agreement.

5. By-Laws. Until altered, amended or repealed, the Bylaws of Newco Eyewear as in effect on the Effective Date of the Merger shall, upon the Effective Date, be and continue to be the Bylaws of the Surviving Corporation until the same shall be altered, amended or replaced in the manner provided by the laws of the State of Rhode Island, the Articles of Incorporation of the Surviving Corporation or said Bylaws.

6. Officers and Directors. The officers and directors of Newco Eyewear as of the Effective Date of the Merger shall, until otherwise changed in the manner provided by applicable law, continue as the officers and directors of the Surviving Corporation following the Merger and shall hold office as provided in the Articles of Incorporation and Bylaws of the Surviving Corporation, except that the President of the Surviving Corporation shall resign and Jason Wildman shall be duly elected President of the Surviving Corporation on the Effective Date.

7. Certain Effects of Merger. On the Effective Date, the Merger shall have the effects set forth in Section 7-1.2-1005 of the Rhode Island General Laws and 15 Pa. C.S. Section 1929.

8. Further Action. The Board of Directors of either Newco Eyewear or the Company may, in its sole discretion and at any time prior to the filing of Articles or Certificate of Merger with the Secretary of State of the State of Rhode Island and the Secretary of the Commonwealth of Pennsylvania giving effect to the Merger, by resolution duly adopted, abandon the Merger if it shall deem such action necessary or desirable and in the best interests of Newco Eyewear or the Company, respectively. In the event of such determination and the abandonment of the Merger pursuant to the provisions of this Section 8, the Articles or Certificate of Merger shall become null and void and shall have no further effect. Such termination shall not give rise to any liability on the part of either of Newco Eyewear or the Company or any of their respective directors, officers or shareholders in respect of the Articles or Certificate of Merger.

9. Effective Date. The Merger shall be effective on March 24, 2008 at 5:00 p.m. (the “**Effective Date**”).

10. Titles. The titles of Sections are included only for convenience and shall not be construed as a part of this Agreement or in any respect affecting or modifying its provisions.

b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

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SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

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SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

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SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Newco Eyewear, Inc.

_____ Print Entity Name

By: Jess Black Secretary
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

Native Eyewear, Inc.

_____ Print Entity Name

By: [Signature] President
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

