



**Certificate
of Amalgamation**

**Canada Business
Corporations Act**

**Certificat
de fusion**

**Loi canadienne sur
les sociétés par actions**

NEW LOOK EYEWEAR INC./

LUNETTERIE NEW LOOK INC.

455248-2

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

Je certifie que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Richard G. Shaw
Director - Directeur

March 3, 2010 / le 3 mars 2010

Date of Amalgamation - Date de fusion



FORM 9 ARTICLES OF AMALGAMATION (SECTION 185)

FORMULAIRE 9 STATUTS DE FUSION (ARTICLE 185)

Form 9

1 -- Name of the Amalgamated Corporation / Dénomination sociale de la société issue de la fusion
 NEW LOOK EYEWEAR INC./LUNETTERIE NEW LOOK INC.

2 -- The province or territory in Canada where the registered office is to be situated (do not indicate the full address) / La province ou le territoire au Canada où sera situé le siège social (n'indiquez pas l'adresse complète)
 Québec

3 -- The classes and any maximum number of shares that the corporation is authorized to issue / Catégories et tout nombre maximal d'actions que la société est autorisée à émettre
 See Schedule "A"

4 -- Restrictions, if any, on share transfers / Restrictions sur le transfert des actions, s'il y a lieu
 None

5 -- Minimum and maximum number of directors (for a fixed number of directors, please indicate the same number in both boxes) / Nombre minimal et maximal d'administrateurs (pour un nombre fixe, veuillez indiquer le même nombre dans les deux cases)
 Minimum: Maximum: Minimal: Maximal:

6 -- Restrictions, if any, on business the corporation may carry on / Limites imposées à l'activité commerciale de la société, s'il y a lieu
 N/A

7 -- Other provisions, if any / Autres dispositions, s'il y a lieu
 See Schedule "B"

8 -- The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows: / La fusion a été approuvée en accord avec l'article ou le paragraphe de la Loi indiqué ci-après

183 184(1) 184(2)

9 -- Declaration: I hereby certify that I am a director or an officer of the corporation. / Déclaration: J'atteste que je suis un administrateur ou un dirigeant de la société.

Name of the amalgamating corporations / Dénomination social des sociétés fusionnantes	Corporation No. / N° de la société	Signature
New Look Eyewear Inc.	3 9 9 2 3 5 7	
Lunetterie New Look Inc./New Look Eyewear Inc.	4 2 9 9 5 7 4	

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).
Nota: Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ ou d'un emprisonnement maximal de six mois, ou de ces deux peines (paragraphe 250(1) de la LCSA).

SCHEDULE "A"

The authorized share capital of the Corporation shall consist of an unlimited number of Class A common shares, an unlimited number of First Preferred Shares and an unlimited number of Class A preferred shares, as described below.

COMMON SHARES

1. CLASS A COMMON SHARES

The rights, privileges, restrictions and conditions attaching to the Class A common shares shall be as follows:

- a) The holders of Class A common shares without nominal or par value shall be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation and to one vote in respect of each Class A common share without nominal or par value held at all such meetings. The holders of not less than five percent of the issued and outstanding Class A common shares shall be entitled to requisition the directors to call a meeting of the shareholders in accordance with the provisions of the *Canada Business Corporations Act*.
- b) Subject to the rights of the holders of the First Preferred Shares and any other class of shares ranking senior to the Class A common shares, the holders of the Class A common shares without nominal or par value shall be entitled to receive and participate rateably in any dividends declared by the board of directors of the Corporation.
- c) Subject to the rights of the holders of the First Preferred Shares, Class A preferred shares and any other class of shares ranking senior to the Class A common shares, in the event of the liquidation, dissolution or winding up of the Corporation or other distribution of the assets of the Corporation among its shareholders for the purposes of winding up its affairs, the holders of the Class A common shares without nominal or par value shall participate rateably in the distribution of the assets of the Corporation.
- d) The Corporation may from time to time agree to purchase any issued Class A common shares from any holder thereof and such purchase need not be made pro rata from the holders of such Class A common shares.

PREFERRED SHARES

2. FIRST PREFERRED SHARES

The First Preferred Shares as a class shall have attached thereto the following rights, privileges, restrictions and conditions:

- a) The First Preferred Shares may be issued from time to time in one or more series and, subject to these articles, the board of directors is authorized to fix, from time to time before issuance, the number of shares in and the designation, rights, privileges, restrictions and conditions attaching to the shares of each series of First Preferred Shares.
- b) The First Preferred Shares of each series shall, with respect to the payment of dividends and the distribution of assets in the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of the assets of the Corporation among its shareholders for the purpose of winding up its affairs, rank equally with the First Preferred Shares of every other series and be entitled to preference over the Class A preferred shares and the Class A common shares and the shares of any other class ranking junior to the First Preferred Shares. The First Preferred Shares of any series shall also be entitled to such other preferences, not inconsistent with these provisions, over the Class A preferred shares and the Class A common shares and the shares of any other class ranking junior to the First Preferred Shares or as may be fixed in accordance with subparagraph l(a).
- c) The approval by the holders of the First Preferred Shares with respect to any and all matters referred to herein may, subject to the provisions of the *Canada Business Corporations Act*, be given in writing by the holders of all of the First Preferred Shares for the time being outstanding or by resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at a meeting of the holders of the First Preferred Shares duly called and held for the purpose of considering the subject matter of such resolution and at which meeting holders of not less than a majority of all First Preferred Shares then outstanding are present in person or represented by proxy. If at any such meeting, when originally held, the holders of at least a majority of all First Preferred Shares then outstanding are not present in person or represented by proxy within 30 minutes after the time fixed for the meeting, then the meeting shall be adjourned to such date, being not less than 15 days later, and to such time and place, as may be fixed by the chairman of such meeting. At such adjourned meeting the holders of First Preferred Shares present in person or represented by proxy, whether or not they hold a majority of all First Preferred Shares then outstanding, may transact the business for which the meeting was originally called, and a resolution duly passed and carried by not less than two-thirds of the votes cast on a poll at such adjourned meeting shall constitute the approval of the holders of the First Preferred Shares hereinbefore mentioned. Notice of any meeting of the holders of the First Preferred Shares shall be given not less than 21 days nor more than 50 days prior to the date fixed for such meeting and shall specify in general terms the purpose for which the meeting is called. No notice of any adjourned meeting need be given unless such meeting is adjourned by one or more adjournments for an aggregate of 30 days or more from the date of the original meeting, in which case notice of the adjourned meeting shall be given in the manner prescribed for the original meeting as aforesaid. The formalities to be observed with respect to the giving of notice of any such original meeting or adjourned meeting and the conduct thereof shall be those from time to time prescribed in the by-laws of the Corporation with respect to meetings of the shareholders.

3. CLASS A PREFERRED SHARES

The rights, privileges, restrictions and conditions attaching to the Class A preferred shares shall be as follows:

- a) The holders of the Class A preferred shares shall not have any voting rights for the election of directors or for any other purpose and shall not be entitled to receive notice of, or to attend any meetings of the shareholders of the Corporation except meetings at which only holders of such class of shares are entitled to vote.
- b) The holders of the Class A preferred shares shall not be entitled to receive dividends.
- c) For the purposes hereof, the term "Redemption Amount" for any Class A preferred share shall mean an amount equal to \$1.00 less the amount of any promissory notes issued in consideration thereof.
- d) The Corporation may from time to time redeem any issued Class A preferred shares from any holder thereof for the Redemption Amount and such redemption need not be made pro rata from the holders of such Class A preferred shares.
- e) Each holder of one (1) or more Class A preferred shares shall have the right, in his discretion and at all times, to demand that the Corporation redeem all or any of the said shares registered in the name of the holder in the books of the Corporation, by presenting to the Corporation, at its registered office, a share certificate representing the Class A preferred shares that the registered holder wishes the Corporation to redeem; the said certificate shall be accompanied by a written request indicating:
 - i. That the registered holder wishes all or part of the Class A preferred shares represented by the said certificate to be redeemed by the Corporation; and
 - ii. The date (providing that it is a working day) upon which the registered holder wishes his Class A preferred shares to be redeemed. However, the said date of redemption shall not at any time be fixed at less than thirty (30) days from the date of presentation of the request.

The receipt of the said certificate and the said request shall oblige the Corporation, on the date stipulated in the request, to redeem the said Class A preferred shares by paying to the said registered holder an amount equal to the Redemption Amount for such shares. Commencing from the date of redemption stipulated in the written request, the holders of the said Class A preferred shares shall not be entitled to exercise any rights attaching thereto, unless the payment is not made by the Corporation on the date of redemption stipulated in the request, in which case the rights of the holders of the shares in question shall not be affected in any manner.

- f) In the event of the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of the Class A preferred shares shall receive, before any distribution of the assets of the Corporation is made among the holders of the Class A common shares of the Corporation, an amount equal to the Redemption Amount for each such share. The holders of the Class A preferred shares shall not be entitled to receive any amount other than or in excess of the amount hereinbefore provided for.

- g) Subject to the issuance of a certificate by the Director under the *Canada Business Corporations Act*, the Corporation may at any time or times or from time to time pass a special resolution or resolutions whereby all or any of the rights, privileges, restrictions and conditions attaching to or affecting the Class A preferred shares may be amended, modified, altered or repealed, or the application thereof suspended in any particular case, but no such special resolution shall be effective or acted upon unless and until it has been sanctioned by the affirmative vote of the holders of not less than two-thirds (2/3) of the Class A preferred shares represented and voted at a meeting duly called for considering the same, in addition to such other vote of other classes of shareholders as may be required by the *Canada Business Corporations Act*.

SCHEDULE "B"

1. The directors may, between annual general meetings, appoint one or more additional directors of the Corporation to serve until the next annual general meeting but the number of additional directors shall not at any time exceed one third (1/3) of the number of directors who held office at the expiration of the last annual meeting.
2. Any action for which the approval of the shareholders of Corporation is sought or required shall be approved by special resolution requiring the affirmative vote of the holders of not less than two thirds (2/3) of all voting shares that are issued and outstanding from time to time.



Initial Registered Office Address and First Board of Directors

(To be filed with Articles of Incorporation, Amalgamation and Continuance)
(Sections 19 and 106 of the *Canada Business Corporations Act (CBCA)*)

Form 2

Changes to the registered office or the board of directors are to be made by filing Form 3 — Change of Registered Office Address or Form 6 — Changes Regarding Directors.

Instructions

4 At least 25 per cent of the directors of a corporation must be Canadian residents. If a corporation has four directors or less, at least one director must be a Canadian resident (subsection 105(3) of the *Canada Business Corporations Act (CBCA)*).

If the corporation is a "distributing" corporation, there must be at least three directors.

However, the board of directors of corporations operating in uranium mining, book publishing and distribution, book sale or film and video distribution must be comprised of a majority of Canadian residents (subsection 105(3.1) of the CBCA). If the space available is insufficient, please attach a schedule to the form.

5 Declaration

In the case of an incorporation, this form must be signed by the incorporator. In the case of an amalgamation or a continuance, this form must be signed by a director or an officer of the corporation (subsection 262.(2) of the CBCA).

General

The information you provide in this document is collected under the authority of the CBCA and will be stored in personal information bank number IC/PPU-049. Personal information that you provide is protected under the provisions of the *Privacy Act*. However, public disclosure pursuant to section 266 of the CBCA is permitted under the *Privacy Act*.

If you require more information, please consult our web-site at www.corporationscanada.ic.gc.ca or contact us at 613-941-9042 (Ottawa region), toll-free at 1-866-333-5556 or by email at corporationscanada@ic.gc.ca.

File documents online
(except for Articles of Amalgamation):
**Corporations Canada Online
Filing Centre:**
www.corporationscanada.ic.gc.ca

Or send documents by mail:
**Director General,
Corporations Canada
Jean Edmonds Tower South
9th Floor
365 Laurier Ave. West
Ottawa ON K1A 0C8**

By Facsimile:
613-941-0999

1	Corporation name
NEW LOOK EYEWEAR INC. LUNETTERIE NEW LOOK INC.	

2	Address of registered office (must be a street address, a P.O. Box is not acceptable)	
1 Place Ville Marie, Suite 3438		
<small>NUMBER AND STREET NAME</small>		
Montréal	Québec	H3B 3N6
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

3	Mailing address (if different from the registered office)	
SAME AS ABOVE <input checked="" type="checkbox"/>		
<small>ATTENTION OF</small>		
<small>NUMBER AND STREET NAME</small>		
<small>CITY</small>	<small>PROVINCE/TERRITORY</small>	<small>POSTAL CODE</small>

4	Members of the board of directors		
<small>FIRST NAME</small>	<small>LAST NAME</small>	<small>RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)</small>	<small>CANADIAN RESIDENT (Yes/No)</small>
W. John Bennett		36 Church Hill Avenue, Westmount, Québec, H3Y 2X9	Y
Richard Cherney		481 Roslyn Avenue, Westmount, Québec, H3Y 2T6	Y
C. Emmett Pearson		20065 Lakeshore Street, Baie d'Urfé, Québec, H9X 1P4	Y
Paul S. Echenberg		623 Sydenham Avenue, Westmount, Québec, H3Y 2Z3	Y
William R. Ferguson		870 Bord du Lac-Lakeshore Drive, Condo #X4, Dorval, Québec, H9S 5X7	Y

5	Declaration
I hereby certify that I have relevant knowledge and that I am authorized to sign and submit this form.	
<small>SIGNATURE</small>	
Richard Cherney	(514) 841-6457
<small>PRINT NAME</small>	<small>TELEPHONE NUMBER</small>
Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250(1) of the CBCA).	

SCHEDULE/ANNEXE

Form 2

**Initial Registered Office Address and
First Board of Directors**

**(To be filed with Articles of Incorporation,
Amalgamation and Continuance)**

(Sections 19 and 106 of the Canada Business Corporations Act (CBCA))

Members of the board of directors

FIRST NAME	LAST NAME	RESIDENTIAL ADDRESS (must be a street address, a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes /No)
M. William	Cleman	5825 Shalom Avenue, Apt. 303, Côte-St-Luc, Québec, H4W 3A5	Y



Certificate of Amendment

Canada Business Corporations Act

Certificat de modification

Loi canadienne sur les sociétés par actions

New Look Vision Group Inc.
Groupe Vision New Look Inc.

Corporate name / Dénomination sociale

455248-2

Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Virginie Ethier

Director / Directeur

2015-06-01

Date of Amendment (YYYY-MM-DD)

Date de modification (AAAA-MM-JJ)



1 Corporate name
Dénomination sociale
NEW LOOK EYEWEAR INC.
LUNETTERIE NEW LOOK INC.

2 Corporation number
Numéro de la société
455248-2

3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation changes its name to:
La dénomination sociale est modifiée pour :
New Look Vision Group Inc.
Groupe Vision New Look Inc.

The corporation makes other changes as follows:
La société apporte d'autres changements aux statuts comme suit :
See attached schedule / Voir l'annexe ci-jointe

4 Declaration: I certify that I am a director or an officer of the corporation.
Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Richard Cherney

Richard Cherney
514-841-6457

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Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

Schedule / Annexe
Amendment Schedules / Annexes - Modification

Item 7 of the Articles of the Corporation is amended by replacing paragraph 2 of the other provisions described in Schedule "B" by the following:

2. Any action for which the approval of the shareholders of the Corporation is sought or required shall be approved by special resolution requiring the affirmative vote of the holders of not less than two thirds (2/3) of the voting shares that are present in person or represented by proxy at a meeting of shareholders.