

AMENDED AND RESTATED
BYLAWS OF ALTAIR EYEWEAR

ARTICLE ONE

Principal Executive Office

The principal executive office of the Corporation shall be located at 3333 Quality Drive, Rancho Cordova, California 95670. The location may be changed by the Board of Directors to such other place or places as the Board of Directors may from time to time designate.

ARTICLE TWO

Directors

Section 2.01. Directors' Powers. Subject to the provisions of the California Corporations Code and to any limitations in the Articles of Incorporation of the Corporation relating to action required to be approved by the shareholder, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the day to day operation of the business of the corporation to such persons as may be designated by the Board; provided, however, that all corporate powers shall be exercised under the ultimate direction of the Board.

Section 2.02. Number of Directors. The authorized number of Directors shall be three (3).

Section 2.03. Election and Term of Office. Directors shall be elected at each annual meeting of the shareholder, but if any such annual meeting is not held or the Directors are not elected thereat, the Directors may be elected at any special meeting of the shareholder held for

that purpose. Each Director shall hold office for three years, with the original board being elected to serve staggered terms of one, two and three years as determined by the shareholder at the first annual meeting.

Section 2.04. Removal of Directors. Any individual Director or the entire Board of Directors may be removed from their positions by vote of the shareholder during any annual or special meeting in the manner provided by law.

Section 2.05. Vacancy. Except for a vacancy created by the removal of a director, vacancies on the Board of Directors may be filled by a majority of the directors then in office. Vacancies created by the removal of a Director shall be filled by the shareholder.

Section 2.06. Meetings. Regular or special meetings of the Board shall be held at any place within or outside the State of California which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal executive office of the Corporation.

Section 2.07. Special Meetings. Notice of any special meeting of the Board shall be given to each Director by first class mail, postage prepaid, at least four days in advance of the meeting or by personal delivery or by telephone, telegraph, facsimile, electronic mail or other electronic means at least 48 hours in advance of the meeting.

Section 2.08. Waiver of Notice. Notice need not be given to any Director who signs, before or after the meeting, either a waiver of notice, a consent to the holding of the meeting, an approval of the minutes of the meeting or who attends the meeting without protesting the lack of notice prior to or at the commencement of the meeting. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting to which they pertain.

Section 2.09. Quorum. A majority of the authorized number of directors constitutes a quorum of the Board for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action is approved by at least a majority of the required quorum for such meeting. In no event may a quorum be less than two Directors.

Section 2.10. Conduct of Meetings. The president, or in his or her absence, any Director selected by the Directors present, shall preside at meetings of the Board of Directors. The secretary of the Corporation or, in the secretary's absence, any person appointed by the presiding officer shall act as secretary of the Board. Board members may participate in any such meeting through the use of conference, telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation constitutes personal presence at the meeting.

Section 2.11. Compensation. Directors shall receive such reasonable compensation for their services and reimbursement for their expenses as shall be determined from time to time by a resolution of the board.

Section 2.12. Action Without a Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of the Directors.

ARTICLE THREE

Shareholder

Section 3.01. Place of Meetings. Meetings of the shareholder shall be held at the

Corporation's principal executive office or at any place within or outside the State of California which has been designated from time to time by the Board.

Section 3.02. Annual Meeting. The annual shareholder meeting shall be held during the month of February. At the annual meeting, Directors shall be elected, reports of the affairs of the Corporation shall be considered and any other business may be transacted which is in the power of the shareholder.

Section 3.03. Special Meetings. Special shareholder meetings may be called at any time by the shareholder, the Board of Directors or the President.

Section 3.04. Notice of Annual or Special Meetings. Notice of any annual or special shareholder meeting shall be given either personally or by mail, not less than ten days nor more than 60 days before the date of the meeting. Such notice shall state the place, date and hour of the meeting and (1) in the case of a special meeting, the general nature of the business to be transacted and no other business may be transacted, or (2) in the case of annual meetings, those matters which the Board of Directors, at the time of the mailing of the notice, intends to present for action by the shareholder, but any proper matter may be presented at the meeting for such action. The notice of any meeting at which Directors are to be elected shall include the names of nominees intended at the time of the notice to be presented by the Board for election.

Section 3.05. Waiver of Notice. The transactions of any shareholder meeting however called and noticed and wherever held are as valid as though had at a meeting duly held after regular call or notice, if either before or after the meeting, each of the persons entitled to vote signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof.

Section 3.06. Action Without a Meeting. Any action which may be taken at any annual

or special shareholder meeting may be taken without a meeting and without prior notice, if the shareholder consents in writing to the action so taken.

ARTICLE FOUR

Officers

Section 4.01. Officer's Titles, Appointment Terms and Compensation. This Corporation shall have a president, vice-president, secretary, chief financial officer and such other officers as the Board of Directors may from time to time designate and appoint. Any two or more offices may be held by one person. The office of vice-president and any office designated by the Board may be left unfilled for any period in the discretion of the Board. All officers shall be chosen by and hold office at the pleasure of the Board which shall fix their compensation.

Section 4.02. Election. The officers of the Corporation shall serve at the pleasure of the Board of Directors and shall hold their respective offices until the resignation, removal or other disqualification from service or until their respective successors shall be elected.

Section 4.03. President. The president shall be the chief executive officer of the Corporation, shall perform all the duties commonly incident to that office. The president shall preside at all meetings of the Board.

Section 4.04. Vice-President. There shall be one or more vice-presidents.

Section 4.05. Secretary. The secretary shall see that all notices are duly given in accordance with the provisions of these bylaws and shall keep the minutes of all shareholder proceedings and of the Board. The duties of the secretary may be delegated to such assistant secretaries as, in the judgment of the Board of Directors may be desirable.

Section 4.06. Chief Financial Officer. The chief financial officer shall oversee the financial condition of the Corporation and the custody of all funds and securities of the

Corporation and shall insure that correct books and records of account and of the Corporation's assets and liabilities are maintained.

ARTICLE FIVE

Issuance and Transfer of Share Certificates

Share certificates shall be in such form and device as shall be provided by the Board of Directors and shall fully comply with the provisions of the Corporations Code of the State of California.

ARTICLE SIX

Corporate Records and Reports

Section 6.01. Corporate Records and Reports. The Corporation shall keep adequate and correct books and records of account and shall keep minutes of the proceedings of its shareholders, Board of Directors and board committees.

Section 6.02. Inspection By Shareholder and Directors. Any Director or the shareholder shall have the right on written demand to inspect and copy the shareholder record, the accounting books and records and the minutes as provided by Sections 1600, 1601 and 1602 of the California Corporations Code as those sections now exist or may hereafter from time to time be amended.

ARTICLE SEVEN

Indemnification

To the fullest extent permitted by law, this Corporation shall indemnify its Directors, officers, employees or other agents against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any threatened, pending or completed civil, criminal, administrative or investigative action or proceeding, by reason of the

fact that the person is or was a Director, officer, employee or agent of the Corporation.

"Expenses," as used in this Article Seven, include, without limitation, attorney's fees and any expenses necessary to establish any right to indemnification.

ARTICLE EIGHT

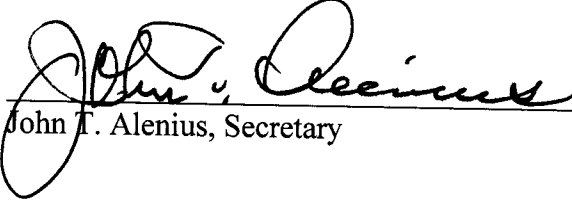
Amendments

These bylaws may be amended or repealed solely upon approval of the shareholder.

CERTIFICATE OF THE SECRETARY

I hereby certify that I am the duly elected and acting secretary of Altair Eyewear, a California corporation, and that the foregoing bylaws comprising 7 pages, constitute the bylaws of said Corporation as duly adopted by the shareholder on July 26, 1999.

IN WITNESS WHEREOF, I have here unto subscribed my name on July 26, 1999.



John T. Alenius, Secretary

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