

MARCHON EYEWEAR, INC.

Incorporated under the Business Corporation Law
of the State of New York

BY-LAWS

As Amended through December 8, 1989

BY-LAWS
OF
MARCHON EYEWEAR, INC.

ARTICLE I

Offices

Section 1. Principal Office. Until such time as such location may be changed by the Board, the principal office of the Corporation shall be located in the County of Suffolk, State of New York.

Section 2. Other Offices. The Corporation may have other offices and places of business at such places as the Board may from time to time appoint or the business of the Corporation may require.

ARTICLE II

Meetings of Shareholders

Section 1. Annual Meeting. The annual meeting of the shareholders for the election of directors and for the transaction of such other business as may properly come before the meeting shall be held at the principal office of the Corporation on the first Thursday in the month of May in each year, at 11:00 A.M., or at such time and place within or without the State of New York as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Notice of Annual Meeting. Written or printed notice of the annual meeting stating the place, date and hour of the meeting shall be given not less than 10 nor more than 50 days before the date of the meeting, either personally or by telegram confirmed by first class mail, by the Secretary to each shareholder of record entitled to vote at such meeting.

Section 3. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute or by the Certificate of Incorporation, may be called at any time by the President, the Board or any shareholder of record. Special meetings of the shareholders may be held at such time and place within or without

the State of New York as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 4. Notice of Special Meeting. Written or printed notice of a special meeting stating the place, date and hour of the meeting and the purpose or purposes for which the meeting is called, shall be given not less than 10 nor more than 50 days before the date of the meeting, either personally or by telegram confirmed by first class mail, by or at the direction of the President, the Board or the shareholder of record calling the meeting, to each shareholder of record entitled to vote at such meeting. The notice shall also indicate that it is being issued by or at the direction of the officer or persons calling the meeting.

Section 5. Quorum. Except as otherwise provided by law or the Certificate of Incorporation, the holders of eighty percent (80%) of the Shares of the Corporation issued and outstanding and entitled to vote thereat, present in person or represented by proxy, shall be necessary to and shall constitute a quorum for the transaction of business at all meetings of the shareholders.

If, however, such quorum shall not be present or represented at any meeting of the shareholders, the shareholders entitled to vote thereat, present in person or represented by proxy, shall have the power by majority vote of those present to adjourn the meeting from time to time until a quorum shall be present or represented. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed.

Section 6. Vote. At any meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote in person or by proxy. Except as otherwise provided by law or the Certificate of Incorporation, each shareholder of record shall be entitled to one vote for every Share of the Corporation registered in his, her or its name on the books of the Corporation. Except as otherwise provided in these By-laws or by law or the Certificate of Incorporation, all matters shall be determined by the vote of one hundred percent (100%) of the Shares of the Corporation which may be present or represented at the meeting and voting on such matters.

Section 7. Proxies. Every proxy must be executed in writing by the shareholder or by his, her or its attorney-in-fact. No proxy shall be valid after the expiration of 11 months from the date thereof unless otherwise provided in the

proxy. Every proxy shall be revocable at the pleasure of the shareholder executing it, except in those cases where an irrevocable proxy is permitted by law.

Section 8. Consents. Whenever by any provision of law or of the Certificate of Incorporation the vote of shareholders at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting, notice thereof and vote of shareholders may be dispensed with and such action may be taken if all the shareholders who would have been entitled to vote upon the action if such meeting were held shall consent in writing to such corporate action being taken. However, this Section shall not be construed to alter or modify any provision of law or of the Certificate of Incorporation under which the written consent of the holders of less than all outstanding Shares of the Corporation is sufficient for corporate action.

Section 9. Inspectors of Election. The Board in advance of any shareholders' meeting may appoint one or more inspectors to act at the meeting or any adjournment thereof. If inspectors are not so appointed, the person presiding at a shareholders' meeting may, and on the request of any shareholder entitled to vote thereat shall, appoint one or more inspectors. In case any person appointed as inspector fails to appear or act, the vacancy may be filled by the Board in advance of the meeting or at the meeting by the person presiding thereat. Each inspector, before entering upon the discharge of his or her duties, shall take and sign an oath faithfully to execute the duties of inspector at such meeting with strict impartiality and to the best of his or her ability.

Section 10. List of Shareholders. It shall be the duty of the Secretary or other officer of the Corporation who shall have charge of its stock ledger, either directly or through another officer of the Corporation designated by him or her or through a transfer agent appointed by the Board, to prepare and certify a complete list of shareholders as of the record date with respect to each meeting of the shareholders. Such list shall be arranged in alphabetical order by class and shall show the address of each shareholder and the number of Shares of the Corporation registered in the name of each shareholder. Such list shall be produced at any meeting of the shareholders upon the request thereat or prior thereto of any shareholder. If the right to vote at any meeting is challenged, the inspectors of election, or person presiding thereat, shall require such list of shareholders to be produced as evidence of the right of the persons challenged to vote at such meeting, and only persons who appear from such list to be

shareholders entitled to vote thereat may vote at such meeting.

ARTICLE III

Board of Directors

Section 1. Number; Tenure. The number of directors which shall constitute the entire Board shall be not less than three nor more than 15, except that where all shares of the Corporation are owned beneficially and of record by less than three shareholders, the number of directors which shall constitute the entire Board may be less than three but not less than the number of shareholders. Within the limits above specified the number of directors shall, except as otherwise provided by law or the Certificate of Incorporation, be determined by a resolution adopted by a majority of the entire Board or by the shareholders. Directors shall be at least eighteen years of age, but need not be residents of the State of New York nor shareholders of the Corporation. The directors shall be elected at the annual meeting of the shareholders, and each director elected shall serve until the next succeeding annual meeting and until his or her successor shall have been elected and qualified.

Section 2. Resignation; Removal. Any director may resign at any time by giving written notice to the Corporation. Such resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in the written notice thereof. Any of or all the directors may be removed either with or without cause, at any time, by vote of the shareholders.

Section 3. Vacancies. If any vacancies occur in the Board by reason of the death, resignation, retirement, disqualification or removal with or without cause from office of any director, or if any new directorships are created, such vacancies or newly created directorships shall be filled by the vote of the shareholders.

Section 4. Powers and Direction. The business and affairs of the Corporation shall be managed by its Board, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by statute or by the Certificate of Incorporation or by these By-laws directed or required to be exercised or done by the shareholders.

ARTICLE IV

Meetings of the Board

Section 1. Place. The Board may hold meetings, both regular and special, either within or without the State of New York.

Section 2. Regular Meetings. Regular meetings of the Board may be held at such time and place as the Board shall from time to time appoint.

Section 3. Special Meetings. Special meetings of the Board may be called by the order of the President at any time, and shall be called by the Secretary upon written request of one-third or more of the directors then in office. Notice of the time, place and purposes of such meetings may be given in person or by telephone or telegraph at least 48 hours prior to the time of the meeting.

Section 4. Quorum. Except as otherwise provided by law or the Certificate of Incorporation, at all meetings of the Board eighty percent (80%) of the entire Board shall be necessary to and shall constitute a quorum for the transaction of business, and the vote of one hundred percent (100%) of the directors present at the time of the vote if a quorum is present shall be the act of the Board, except as may be otherwise specifically provided by law, by the Certificate of Incorporation or by these By-laws. If a quorum shall not be present at any meeting of the Board, the directors present thereat may adjourn the meeting from time to time until a quorum shall be present. Notice of any such adjournment shall be given to any directors who were not present and, unless announced at the meeting, to the other directors.

Section 5. Consents. Any action required or permitted to be taken at a meeting of the directors or a committee thereof may be taken without a meeting or notice thereof if a consent in writing to the action so taken shall be signed by all the directors entitled to vote with respect to the subject matter thereof and such written consent or consents are filed with the minutes of the proceedings of the Board or such committee, as the case may be.

Section 6. Action by Means of Communications Equipment. Members of the Board or of any committee thereof may participate in a meeting of the Board or of any such committee by means of conference telephone or similar communications equipment allowing all persons participating in the meeting to

hear each other at the same time, and participation by such means shall constitute presence in person at such meeting.

Section 7. Compensation. Directors, as such, shall receive such compensation, if any, for their services as shall be fixed by the Board. Such compensation may include the allowance of a fixed fee and expenses of attendance, if any, for attendance at each regular or special meeting of the Board or of any committee of the Board and/or the payment of a monthly director's fee.

ARTICLE V

Committees of the Board

Section 1. Appointment of Executive Committee. Except as otherwise provided by law or the Certificate of Incorporation, the Board may from time to time by resolution adopted by a majority of the entire Board designate from its own number an Executive Committee of not less than three or more than seven members to serve at the pleasure of the Board. The Chairman of the Executive Committee shall be designated from among the members of such Committee from time to time by resolution adopted by a majority of the entire Board.

Section 2. Procedures of Executive Committee. The Executive Committee, by a vote of a majority of its members, shall fix the time, place and manner of holding its meetings, shall determine the number of its members requisite to constitute a quorum for the transaction of business and shall prescribe its own rules of procedure, no change in which shall be made except by a majority vote of its members.

Section 3. Powers of Executive Committee. During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the business and affairs of the Corporation, except that the Executive Committee shall not have authority as to the following matters:

(a) The submission to shareholders of any action that needs shareholders' authorization under the laws of the State of New York.

(b) The filling of vacancies in the Board or in any committee.

(c) The fixing of compensation of the directors for serving on the Board or on any committee.

(d) The amendment or repeal of any resolution of the Board which by its terms shall not be so amendable or repealable.

Section 4. Reports of Executive Committee. The Executive Committee shall keep regular minutes of its proceedings, and all action by the Executive Committee shall be reported promptly to the Board. Such action shall be subject to review by the Board, provided that no rights of third parties shall be affected by such review.

Section 5. Other Committees. Except as otherwise provided by law or the Certificate of Incorporation, the Board may from time to time by resolution adopted by a majority of the entire Board designate from its own number one or more other committees of not less than three nor more than seven members each to serve at the pleasure of the Board, each of which shall have such authority of the Board as may be specified in such resolution of the Board; provided, however, that any such committee so designated shall not have any powers greater than those granted to the Executive Committee in Section 3 of this Article V.

ARTICLE VI

Notices

Section 1. Form; Delivery. Except as otherwise provided in these By-Laws, notices to directors and shareholders shall be in writing and may be delivered personally or by telegram confirmed by first class mail. Notice by telegram shall be deemed to be given at the time when the telegram is delivered to a telegraph company. Written confirmation of notice by telegram shall be immediately deposited in the post office or a letter box, in a first class postpaid sealed wrapper, addressed to directors or shareholders at their addresses appearing on the records of the Corporation. Air mail shall be used in the case of written confirmations of notices by telegram mailed to directors or shareholders having addresses without the United States of America.

Section 2. Waiver. Whenever a notice is required to be given by any statute, the Certificate of Incorporation or these By-laws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to

such notice. In addition, any shareholder attending a meeting of shareholders in person or by proxy without protesting prior to the conclusion of the meeting the lack of notice thereof to him, her or it, and any director attending a meeting of the Board without protesting prior to the meeting or at its commencement such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII

Officers

Section 1. Executive Officers. The executive officers of the Corporation shall be a President, a Secretary and a Treasurer and may include one or more Vice Presidents, Assistant Secretaries, and/or Assistant Treasurers. Any two or more offices may be held by the same person, except the offices of President and Secretary unless all of the issued and outstanding stock of the Corporation is owned by such person.

Section 2. Authority and Duties. All officers, as between themselves and the Corporation, shall have such authority and perform such duties in the management of the Corporation as may be provided in these By-laws, or, to the extent not so provided, by the Board.

Section 3. Term of Office; Resignation; Removal. All officers shall be elected by the Board and shall hold office for such term as may be prescribed by the Board. Any officer may resign by giving written notice to the Corporation. Such resignation shall be effective upon receipt thereof by the Corporation or at such subsequent time as shall be specified in such written notice thereof. Any officer elected or appointed by the Board may be removed either with or without cause, at any time, by the Board.

Section 4. Compensation. The compensation of all officers of the Corporation shall be fixed the Board, and the compensation of agents shall either be so fixed or shall be fixed by officers thereunto duly authorized.

Section 5. Vacancies. If an office becomes vacant for any reason, the Board shall fill such vacancy. Any officer so appointed or elected by the Board shall serve only until such time as the expired term of his predecessor shall have expired unless reelected or reappointed by the Board.

Section 6. The President. The President shall be the Chief Executive Officer of the Corporation, shall preside at all meetings of the Board, unless a Chairman of the Board be elected, and shall, when present, preside at all meetings of the shareholders. The President shall be ex officio a member of all committees, shall have general and active management and control of the business and affairs of the Corporation subject to the control of the Board and the Executive Committee, if any, and shall see that all orders and resolutions of the Board and the Executive Committee, if any, are carried into effect.

Section 7. Vice Presidents. The Vice Presidents, if any, in the order of their seniority or in any other order determined by the Board, shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall generally assist the President and perform such other duties as the Board or the President shall prescribe.

Section 8. The Secretary. The Secretary shall attend all meetings of the Board and all meetings of the shareholders and record all votes and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board, and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision he or she shall act. The Secretary shall keep in safe custody the seal of the Corporation and, when authorized by the Board, affix the same to any instrument requiring it and, when so affixed, it shall be attested by his or her signature or by the signature of the Treasurer or an Assistant Secretary or Assistant Treasurer. The Secretary shall keep in safe custody the certificate books and shareholder records and such other books and records as the Board may direct and shall perform all other duties incident to the office of Secretary.

Section 9. Assistant Secretaries. The Assistant Secretaries, if any, in the order of their seniority or in any other order determined by the Board, shall in the absence or disability of the Secretary, perform the duties and exercise the powers of the Secretary and shall perform such other duties as the Board or the Secretary shall prescribe.

Section 10. The Treasurer. The Treasurer shall have the care and custody of the corporate funds and other valuable effects, including securities, shall deposit all moneys and other valuable effects in the name and to the credit of the

Corporation in such depositories as may be designated by the Board and shall disburse the funds of the Corporation as may be ordered by the Board. The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation and other transactions of the Corporation in books belonging to the Corporation, shall cause regular audits of the books and records of the Corporation to be made and shall perform such other duties as may be prescribed by the Board or the President, under whose supervision the Treasurer shall act. The Treasurer shall render to the President and directors, at the regular meetings of the Board, or whenever they may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation. If required by the Board, the Treasurer shall give the Corporation a bond for such term, in such sum and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office of Treasurer and for the restoration to the Corporation, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Corporation.

Section 11. Assistant Treasurers. The Assistant Treasurers, if any, in the order of their seniority or in any other order determined by the Board, shall in the absence or disability of the Treasurer perform the duties and exercise the powers of the Treasurer and shall perform such other duties as the Board or the Treasurer shall prescribe.

ARTICLE VIII

Share Certificates

Section 1. Form; Signature. The certificates for Shares of the Corporation shall be in such forms as shall be determined by the Board and shall be numbered consecutively by class and entered in the books of the Corporation as they are issued. Each certificate shall exhibit the registered shareholder's name and the number and class of Shares, shall be signed by the President or a Vice President and the Treasurer or an Assistant Treasurer or the Secretary or an Assistant Secretary, and shall bear the seal of the Corporation or a facsimile thereof. If any such certificate is countersigned by a transfer agent, or registered by a registrar, the signature of any such officer may be a facsimile signature. In case any officer who signed or whose facsimile signature or signatures were placed on any certificate shall have ceased to be such officer before such certificate is issued, it may

nevertheless be issued by the Corporation with the same effect as if he or she were such officer at the date of issue.

Section 2. Lost Certificates. The Board may direct a new Share certificate or certificates to be issued by the Corporation in place of any certificate theretofore issued by it alleged to have been lost or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost or destroyed. When authorizing such issue of a new certificate or certificates, the Board may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost or destroyed certificate or such owner's legal representative to give the Corporation a bond in such sum as the Corporation may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost or destroyed or the issuance of any such new Share certificate or certificates.

Section 3. Transfer of Shares. Upon surrender to the Corporation or the transfer agent, if any, of the Corporation, of a certificate representing Shares of the Corporation duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, a new certificate shall be issued to the person entitled thereto and the old certificate canceled, and the transaction shall be recorded upon the books of the Corporation.

Section 4. Registered Shareholders. Except as otherwise provided by law, the Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of Shares of the Corporation to receive dividends or other distributions and to vote as such owner, shall be entitled to hold liable for calls and assessments a person registered on its books as the owner of Shares of the Corporation, and shall not be bound to recognize any equitable or legal claim to or interest in such Shares on the part of any other person.

Section 5. Record Date. For the purpose of determining the shareholders entitled to notice of or to vote at any meeting of the shareholders or any adjournment thereof, or to express consent to or dissent from any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividend or the allotment of any rights, or for the purpose of any other action affecting the interests of shareholders, the Board may fix, in advance, a record date. Such date shall not be more than 50 nor less than 10 days before the date of any such meeting, nor more than 50 days prior to any other action.

In each such case, except as otherwise provided by law, only such persons as shall be shareholders of record on the date so fixed shall be entitled to notice of, and to vote at, such meeting and any adjournment thereof, or to express such consent or dissent, or to receive payment of such dividend, or such allotment of rights, or otherwise to be recognized as shareholders for the related purpose, notwithstanding any registration of transfer of Shares of the Corporation on the books of the Corporation after such record date so fixed.

ARTICLE IX

General Provisions

Section 1. Dividends. Subject to the applicable provisions of the Certificate of Incorporation, if any, dividends upon the outstanding Shares of the Corporation may be declared by the Board at any regular or special meeting pursuant to law and may be paid in cash, in property or in Shares of the Corporation.

Section 2. Reserves. Before payment of any dividend, there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the Board from time to time, in its absolute discretion, deems proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the Board shall deem in the interest of the Corporation; and the Board may modify or abolish any such reserve.

Section 3. Execution of Documents. The Board shall designate the officers, employees and agents of the Corporation who shall have power to execute and deliver deeds, contracts, mortgages, bonds, debentures, checks, drafts and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees or agents of the Corporation.

Section 4. Fiscal Year. The fiscal year of the Corporation shall end on December 31 in each year until otherwise fixed by resolution of the Board.

Section 5. Seal. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words "Corporate Seal New York". The seal may be used by causing it or a facsimile thereof to be

impressed or affixed or otherwise produced. The seal shall be attested as provided in Section 8 of Article VII of these By-laws.

Section 6. Amendments. Except as otherwise provided by law or the Certificate of Incorporation, these By-laws may be altered, amended, repealed or added to by the affirmative vote of the holders of at least eighty percent (80%) of the Shares of the Corporation entitled to vote in the election of directors at an annual meeting or at a special meeting called for that purpose, provided that a notice by telex shall have been sent to each shareholder of record entitled to vote at such meeting at least ten days before the date of such annual or special meeting, which notice shall state the alterations, amendments, additions or changes which are proposed to be made in the By-laws. Only such changes shall be made as have been specified in the notice.

ARTICLE X

Indemnification

The Corporation shall indemnify any person made, or threatened to be made, a party to any action or proceeding, whether civil, administrative or criminal, by reason of the fact that he or it, or his or its testator, intestate or successor, is or was a director, officer or shareholder of the Corporation or exercised any authority or performed any function of a director or officer of the Corporation or served another corporation in any capacity at the request of the Corporation, to the fullest extent permitted by law. Such indemnification shall include without limitation the advancement of expenses incurred in or in anticipation of any such action or proceeding. The Corporation may purchase and maintain indemnity insurance to the extent permitted by law.