

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SOLA INTERNATIONAL INC.**

**(Pursuant to Sections 242 and 245 of the General  
Corporation Law of the State of Delaware)**

The undersigned Vice President and Secretary of SOLA INTERNATIONAL INC., a corporation organized and existing under the laws of the State of Delaware, hereby certify as follows:

1. The Corporation's present name is Sola International Inc. It was originally incorporated under the name of California Hive - Down Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was October 20, 1991. A Certificate of Merger of Sola Group Ltd. merging with and into California Hive - Down Inc. under the name of Sola Group Ltd. was filed with the Secretary of State of the State of Delaware on December 1, 1993, and a Certificate of Amendment was filed with the Secretary of State of the State of Delaware on January 26, 1995.

2. The Amended and Restated Certificate of Incorporation was prepared by the undersigned, and adopted by the stockholders of the Corporation in the manner and by the vote prescribed by Sections 242 and 245 of the General Corporation Law of the State of Delaware, the written consent of the sole stockholder in the manner prescribed with Section 205 of such law, and is as follows:

**ARTICLE I:** The name of the Corporation is

**SOLA INTERNATIONAL INC.**

**SECTION 1:** The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Delaware.

County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

**THIRD:** The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**FOURTH:** The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is 55,000,000 shares divided into two classes of which 50,000,000 shares of par value \$.01 per share shall be designated Common Stock and 5,000,000 shares of par value \$.01 per share shall be designated Preferred Stock.

**A. Preferred Stock**

1. **Issuance.** Shares of the Preferred Stock of the Corporation may be issued from time to time in one or more classes or series, each of which class or series shall have such distinctive designation or title as shall be fixed by the Board of Directors of the Corporation (the "Board of Directors") prior to the issuance of any shares thereof. Each such class or series of Preferred Stock shall have such voting powers, full or limited, as may be provided herein, and such preferences and relative, participating, optional or other special rights, and such qualifications, limitations or restrictions thereof, as shall be provided in such resolution or resolutions providing for the issue of such class or series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby vested in it, all in conformity with the laws of the State of Delaware.

**B. Common Stock**

1. **Dividends.** Subject to the preferential rights, if any, of the Preferred Stock, any holder of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law

available therefor, dividends payable either in cash, in property or in shares of Common Stock.

2. Voting Rights. Except as otherwise required by law, at every annual or special meeting of stockholders of the Corporation, every holder of Common Stock shall be entitled to one vote, in person or by proxy, for each share of Common Stock standing in his name on the books of the Corporation.

3. Liquidation, Dissolution or Winding Up. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, after payment or provision for the payment of the debts and other liabilities of the Corporation and of the preferential amounts, if any, to which the holders of Preferred Stock shall be entitled, the holders of all outstanding shares of Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation.

FIFTH: Elections of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

SIXTH: The Board of Directors of the Corporation may make By-Laws and from time to time may alter, amend or repeal By-Laws.

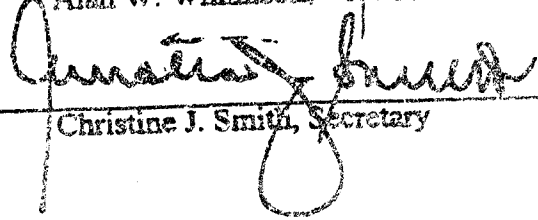
SEVENTH: To the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, a Director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director.

EIGHTH: The Corporation shall indemnify to the full extent authorized by any person under or threatened to be made a party to an action, suit or proceeding, civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation or any subsidiary, partnership, joint venture, trust or other enterprise, at the request of the Corporation, as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise.

IN WITNESS WHEREOF, the undersigned have signed this Certificate  
this 21st day of February, 1995.



Alan W. Wilkinson, Vice President



Attest:

Christine J. Smith, Secretary