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DIVISION OF CORPORATIONS

BASIC AMENDMENT

A&L VISION, INC.

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| Certificate of Status | 0 |
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| Page Count | 03 |
| Estimated Charge | \$35.00 |

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A&L VISION, INC.

(present name)

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(Document Number of Corporation (If known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

Amending Article III to read as follows:

- A. The Corporation shall not engage in any business activity other than that which is directly related to the operation of a Pearle Vision retail optical or such other business operation as shall be approved in writing by PVI.
- B. The total number of shareholders of the Corporation shall not exceed five (5) individuals.
- C. The Corporation shall neither encumber nor assign nor permit the transfer of any shares in the Corporation without PVI's prior written consent.
- D. The transfer of the company stock is subject to the terms and conditions of a Franchise Agreement with Pearle Vision, Inc.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

(Not applicable)

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THIRD: The date of each amendment's adoption: 09/22/03

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)
- The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 22nd day of September, 2003

Signature Alexander I. Pyatsky
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Alexander Pyatsky
(Typed or printed name)

President, Chairman of the Board of Directors
(Title)

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