


2005 FOR PROFIT CORPORATION ANNUAL REPORT

5/4/2005-90144-016-\$150.00-\$150.00

APPROVED
AND
FILED

113

DOCUMENT # F01000006584		
1. Entity Name COLE NATIONAL CORPORATION		

05 JUN 10 PM 2:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
20057436

Principal Place of Business 1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	Mailing Address 1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087
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2. Principal Place of Business 4000 Luxottica PL	3. Mailing Address P.O. Box 8509
Suite, Apt. #, etc.	Suite, Apt. #, etc.

City & State Mason OH	City & State MASON OH
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Zip 45040-8114	Country U.S.	Zip 45040-7114	Country U.S.
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04212005 Chg-P CR2E034 (10/03)

4. FEI Number 34-1453189	Applied For <input type="checkbox"/> Not Applicable
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5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
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6. Name and Address of Current Registered Agent C T CORPORATION SYSTEM 1200 SOUTH PINE ISLAND ROAD PLANTATION, FL 33324	
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7. Name and Address of New Registered Agent	
Name	
Street Address (P.O. Box Number is Not Acceptable)	
City	
FL	Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE _____
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reappointing) DATE _____

FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00	9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees
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10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD POLLOCK, LARRY 18100 SOUTH PARK BLVD. SHAKER HEIGHTS, OH 44120 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EV HYATT, LAWRENCE E 6562 HAMMON TREE DR HUDSON, OH 44236 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S DUNN, LESLIE D 2849 GLENGARY ROAD SHAKER HEIGHTS, OH 44120 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	T GAGLIOTI, JOSEPH 3071 NORTH PARK BLVD. CLEVELAND HEIGHTS, OH 44118 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CD COLE, JEFFREY A 5200 THREE VILLAGE DRIVE LYNDHURST, OH 44124 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPT BAROWELL, KATHLEEN L 403 CUTLER LANE HUDSON, OH 44236 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition

12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Margaret Ann Lavery
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date _____ Daytime Phone # _____

**COLE NATIONAL CORPORATION
OFFICERS & DIRECTORS
AS OF JANUARY 01, 2005**

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NAME	TITLE	BUSINESS ADDRESS	HOME ADDRESS
<u>Directors</u>			
Valerio Giacobbi	Director	P.O. Box 8509, Mason, OH 45040-7114	6546 Heritage Club Drive, Mason, OH 45040
Michael Boxer	Director	44 Harbor Park Drive, Port Washington, NY 11050	19 The Oaks, Roslyn Estates, NY 11576
Vito Giannola	Director	44 Harbor Park Drive, Port Washington, NY 11050	61 Sandy Hollow Rd., Port Washington, NY 11050
<u>Officers</u>			
Valerio Giacobbi	President & Chief Executive Officer	P.O. Box 8509, Mason, OH 45040-7114	6546 Heritage Club Drive, Mason, OH 45040
Kerry Bradley	Chief Operating Officer	P.O. Box 8509, Mason, OH 45040-7114	6294 Tarton Fields Lane, Mason, OH 45040
Michael Boxer	Vice President and Secretary	44 Harbor Park Drive, Port Washington, NY 11050	19 The Oaks, Roslyn Estates, NY 11576
Vito Giannola	Vice President and Treasurer	44 Harbor Park Drive, Port Washington, NY 11050	61 Sandy Hollow Rd., Port Washington, NY 11050
Jack Dennis	Vice President & Chief Financial Officer	P.O. Box 8509, Mason, OH 45040-7114	3144 Shorewalk Road, Maineville, OH 45039
William Griffiths	Assistant Secretary	P.O. Box 8509, Mason, OH 45040-7114	1075 Wilson Dunhamhill Rd., New Richmond, OH 45157
Tracy L. Burmeister	Vice President - Accounting and Reporting	1925 Enterprise Parkway, Twinsburg, OH 44087	7231 Valley View Road, Hudson, OH 44236

ATTACHMENT

FOI 600006584
20057436

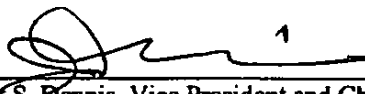
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**DESIGNATION OF
SIGNATURE AUTHORITY**

Cole National Corporation
Cole National Group, Inc.
American Vision Centers, Inc.
Cole Vision Corporation
Cole Vision Services, Inc.
Cole Vision IPA, LLC
Cole Vision Canada, Inc.
Pearle, Inc.
Pearle Vision Managed Care HMO of Texas, Inc.
Pearle Vision, Inc.
D.S. Management Corporation
Pearle Vision Center of Puerto Rico, Inc.
Things Remembered, Inc.
Things Remembered Personalized Gifts, Inc.
Western States Optical, Inc.

I, Jack S. Dennis, being the Vice President and Chief Financial Officer of each of the above-named corporations, hereby state that Jim Neitzke and Mary Ann Lavery, and each of them hereby is, authorized to execute all tax returns, amendments, modifications and extensions related to tax and financial matters on behalf of each corporation named herein.

Dated as of April 1, 2005



Jack S. Dennis, Vice President and Chief
Financial Officer