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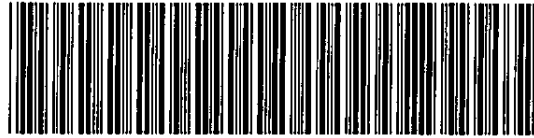
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07 MAR 27 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: EyeMasters, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jennifer Kelley

(Name of Person)

Eye Care Centers of America, Inc.

(Firm/Company)

11103 West Avenue

(Address)

San Antonio, TX 78213-1392

(City/State and Zip code)

For further information concerning this matter, please call:

Sherri Hunt

(Name of Person)

at (210) 524-6750

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☒ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Copy ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 6, 2007

JENNIFER KELLEY
EYE CARE CENTERS OF AMERICA, INC.
11103 WEST AVENUE
SAN ANTONIO, TX 78213-1392

SUBJECT: EYEMASTERS, INC
Ref. Number: W07000011176

We have received your document for EYEMASTERS, INC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

Based upon information provided by the Florida Department of Revenue, pursuant to section 213.053(14), Florida Statutes, it appears that EYEMASTERS, INC has transacted business in Florida prior to submitting an "Application for Authority to Transact Business in Florida". The information received from the Florida Department of Revenue indicates January 1, 2003, as the initial date of transacting business in the State of Florida.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.00:

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist

Letter Number: 107A00015891

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. EyeMasters, Inc

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

EyeMasters

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 02-0677066

(FEI number, if applicable)

4. 02/21/2003

(Date of incorporation)

5. perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. 12/19/1988

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11103 West Avenue San Antonio, TX 78213-1392

(Principal office address)

11103 West Avenue San Antonio, TX 78213-1392

(Current mailing address)

8. Retail Optical Goods Services

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Capitol Corporate Services, Inc.

Office Address: 155 Office Plaza Drive, Ste A

Tallahassee

(City)

, Florida 32301

(Zip code)

FILED
07 MAR 27 PM 12:36
CLERK OF STATE
TALLAHASSEE, FLORIDA

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DeLanie Case, asst. sec.

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: David E. McComas, Chairman and Chief Executive Officer

Address: 11103 West Avenue San Antonio, TX 78213-1392
San Antonio, TX 78213-1392

Vice Chairman: Douglas C. Shepard, Exec. Vice President, CFO, Secretary & Treasurer

Address: 11103 West Avenue

San Antonio, TX 78213-1392

Director: Jennifer Kelley, Vice President, Controller

Address: 11103 West Avenue

San Antonio, TX 78213-1392

Director: _____

Address: _____

B. OFFICERS

President: James J. Denny, Chief Operating Officer and President

Address: 11103 West Avenue

San Antonio, TX 78213-1392

Vice President: Douglas C. Shepard, Exec. Vice President, CFO, Secretary & Treasurer

Address: 11103 West Avenue

San Antonio, TX 78213-1392

Secretary: Douglas C. Shepard, Exec. Vice President, CFO, Secretary & Treasurer

Address: 11103 West Avenue San Antonio, TX 78213-1392

Treasurer: Douglas C. Shepard, Exec. Vice President, CFO, Secretary & Treasurer

Address: 11103 West Avenue San Antonio, TX 78213-1392

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

(Signature of Director or Officer listed in number 12 of the application)

14. Jennifer Kelley, Vice President, Controller

(Typed or printed name and capacity of person signing application)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EYEMASTERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF FEBRUARY, A.D. 2007.

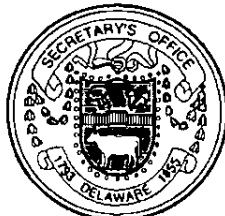
AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "EYEMASTERS, INC." WAS INCORPORATED ON THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2003.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

3628128 8300

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5433885

DATE: 02-14-07