

[illegible]

02/27/13--01021--003 \*\*78.75

Office Use Only

FILED  
13 FEB 27 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers FEB 28 2013

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Consolidated Vision Group, 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," or "Certificate of Good Standing" 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:

Charles R. Mingle, Senior Paralegal

Name of Person

National Vision, Inc.

Firm/Company

296 Grayson Highway

Address

Lawrenceville, GA 30046-5750

City/State and Zip code

charles.mingle@nationalvision.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles Mingle

Name of Person

at ( 770 ) 822-2025

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:

- |   |   |   |   |
|---|---|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input checked="" type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>Certified Copy |
|---|---|---|---|

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 FEB 27 AM 9:33

FILED

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. Consolidated Vision Group, Inc.

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

(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. 95-4622479

(FEI number, if applicable)

4. 02/06/1997

(Date of incorporation)

5. perpetual

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

6. -

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

7. 296 Grayson Highway, Lawrenceville, GA 30046

(Principal office address)

296 Grayson Highway, Lawrenceville, GA 30046

(Current mailing address)

8. retail optical sales and 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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

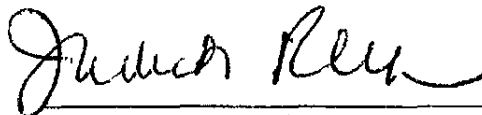
(City)

Florida 32301

(Zip code)

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.



Judith Reyes  
Assistant Secretary

(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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

13 FEB 27 AM 9:33

FILED

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

**A. DIRECTORS**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Paul A. Criscillis, Jr.

Address: 296 Grayson Highway

Lawrenceville, GA 30046

Director: Mitchell Goodman

Address: 296 Grayson Highway

Lawrenceville, GA 30046

**B. OFFICERS**

President: J. Bruce Steffey

Address: 296 Grayson Highway

Lawrenceville, GA 30046

Vice President: Paul A. Criscillis, Jr.

Address: 296 Grayson Highway

Lawrenceville, GA 30046

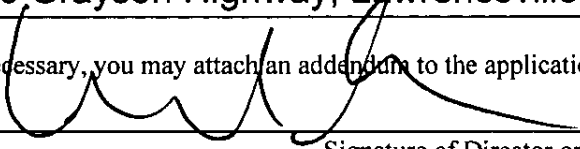
Secretary: Mitchell Goodman

Address: 296 Grayson Highway, Lawrenceville, GA 30046

Treasurer: Timothy W. Ranney

Address: 296 Grayson Highway, Lawrenceville, GA 30046

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

13.  1/15/2013

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Mitchell Goodman, Senior Vice President, General Counsel, Secretary & Director

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

FILED  
13 FEB 27 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**CONSOLIDATED VISION GROUP, INC.**  
**CORPORATE OFFICERS\***

TITLE	NAME	BUSINESS ADDRESS	DIRECTOR
Chief Executive Officer	L. Reade Fahs	296 Grayson Highway Lawrenceville, GA 30046-5750	No
<b>President</b> and Chief Operating Officer	J. Bruce Steffey	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Senior Vice President and Chief Financial Officer	Paul A. Criscillis, Jr.	296 Grayson Highway Lawrenceville, GA 30046-5750	Yes
Senior Vice President, General Counsel and <b>Secretary</b>	Mitchell Goodman	296 Grayson Highway Lawrenceville, GA 30046-5750	Yes
Senior Vice President, Marketing	Paul Gross	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Senior Vice President, Retail Operations	Debra Woyce	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Senior Vice President, America's Best Retail Operations	Sharon Pettit	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Senior Vice President, Professional and Managed Care Development	Robert W. Stein	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Senior Vice President, Merchandising	Desmond F. Taylor	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Senior Vice President, Manufacturing and Distribution	Charlie J. Foell	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Human Resources	Jeff Busbee	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Finance and <b>Treasurer</b>	Timothy W. Ranney	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President and Chief Accounting Officer	Robert E. Schnelle	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Organizational Development	Doug Olson	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Chief Information Officer	John Vaught	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Real Estate	Loni Shepherd	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Strategy and Information Technology	Louann Seguin	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Vice President, Recruiting	Christian Schultz	296 Grayson Highway Lawrenceville, GA 30046-5750	No

FILED  
13 FEB 27 AM 9:33  
CLERK OF STATE  
TALLAHASSEE FLORIDA

Assistant Secretary	Tanya Travers	296 Grayson Highway Lawrenceville, GA 30046-5750	No
Regional Vice President, East Region	Rich Myott	4808 Courthouse Road, Williamsburg, VA 23188	No
Regional Vice President, West Region	Rachel Leyva	1303 South Longmore, Suites 2&3 Mesa, AZ 85202	No
Regional Vice President, Central Region	Mauricio Wissinger	650 E. Aurora Macedonia, OH 44056	No

\*Per 9/5/2012 Written Consent of Directors In Lieu of the 2012 Annual Meeting of the Board of Directors of Consolidated Vision Group, Inc. and 1/7/2013 Consolidated Vision Group, Inc. Written Consent of Directors

### BOARD OF DIRECTORS\*\*

TITLE	NAME	BUSINESS ADDRESS
Director	Paul A. Criscillis, Jr.	296 Grayson Highway Lawrenceville, GA 30046-5750
Director	Michell Goodman	296 Grayson Highway Lawrenceville, GA 30046-5750

\*\*Per 9/5/2012 Action By Written Consent of the Sole Shareholder of Consolidated Vision Group, In Lieu of the 2012 Annual Meeting of the Sole Shareholder of Consolidated Vision Group, Inc.

Consolidated Vision Group, Inc. is a wholly owned subsidiary of National Vision, Inc.

No Consolidated Vision Group, Inc. officer, director, or shareholder holding 5% or more of issued stock is an "alien affiliate" of the corporation (defined as any person who resides outside of the United States or its territories).

FILED  
13 FEB 27 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# STATE OF GEORGIA

Secretary of State  
Corporations Division  
313 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 0507547  
DATE INC/AUTH/FILED : 2/9/2005 12:00:00 AM  
JURISDICTION : Foreign  
PRINT DATE : 2/25/2013 5:16:23 PM

Charles R. Mingle  
National Vision, Inc.  
Lawrenceville, GA 30046-5750

## CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

CONSOLIDATED VISION GROUP, Inc.  
A Foreign For-Profit Corporation

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



*B: P. Kemp*

Brian P. Kemp  
Secretary of State

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

13 FEB 27 AM 9:33

FILED

Tracking #: KKqXw4IY