

Prentice Hall Legal & Financial Services
 ATTENTION: 2227 35
 1201 HAYS STREET, SUITE 100
 TALLAHASSEE, FL 32301
 CORPORATION(S) NAME: Omega Optical General, Inc.
 CHARTER NUMBER: 400001413434
 95 FEB 23 AM 11:55

Omega Optical General, Inc.
 400001413434
 02/23/95-01008-024
 ****122.50 ****122.50

- | | |
|--|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Morger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input checked="" type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

(X) Walk In () Call if Problem () Will Wait (X) Pick up 2-23 11 AM
 DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: NYC BY: Jadea Dunston
 BRANCH RECEIVING: PZ BY: Andrew
 REF/JOB # 516 - 95 - 73686-12
 CLIENT MATTER # _____
 SAME DAY ☒ 24 HR _____ ROUTINE _____
 VERBAL REQUESTED: YES OR NO
 DATE SENT: _____ MAIL FAX FED EXP.
 FILED: _____
 SENT TO: BRANCH 9 CLIENT _____
 SPECIAL INSTRUCTIONS: _____

CHECK #	<u>30217</u>
ST./CTY/FEES	<u>122.50</u>
CORR. FEE/	
SPEC. HANDL.	
MESSENGER	
COPIES	
FAX FEE	
OTHER	
TOTAL	

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

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

1. Omega Optical General, Inc.
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. December 31, 1994
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. January 1995
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 13515 N. Stemmons Freeway
Dallas, Texas 75234
(Current mailing address)
8. To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act of activity permitted by the laws of Delaware and Florida for which
(Purposes) of corporation authorized in home state or country to be carried out in the state of Florida.
corporations may be organized in the state of Florida.
9. Name and street address of Florida registered agent:
The Prentice-Hall Corporation
Name: System, Inc.
Office Address: 1201 Hays Street, Suite 105
Tallahassee, 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.

The Prentice-Hall Corporation System, Inc.

By: Vicki Schrecker
(Registered agent's signature)
Vicki Schrecker

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 addresses of officers and/or directors:

A. DIRECTORS

Chairman: Martin E. Franklin
Address: c/o Benson Eyecare Corporations
555 Theodore Fremd Ave., Rye, NY 10580

Vice Chairman: Ian Ashken
Address: c/o Benson Eyecare Corporations
555 Theodore Fremd Ave., Rye, NY 10580

Director: _____
Address: _____

Director: _____
Address: _____

B. OFFICERS

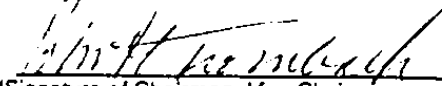
President: Weldon (Buddy) Lucas
Address: 13515 N. Stemmons Freeway
Dallas, Texas 10580

Vice President: Ian Ashken
Address: c/o Benson Eyecare Corporations
555 Theodore Fremd Ave., Rye, NY 10580

Secretary: Peter H. Trembath
Address: c/o Benson Eyecare Corporations
10900 Red Circle Drive, Minnetonka, MN 55343

Treasurer: _____
Address: _____

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

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter H. Trembath, Secretary
(Typed or printed name and capacity of person signing application)

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OMEGA OPTICAL GENERAL, 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 TWENTIETH DAY OF FEBRUARY, A.D. 1995.

SECRET
RECEIVED
FEB 23 11:55



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION

7814373

DATE

02-20-95