



Prentice Hall Legal & Financial Services

(904) 222-7495

F95000001637

CORPORATION(S) NAME

CHARTER NUMBER

Optical Radiation Corporation

300001412453

-02/22/95--01018--011

*****122.50 *****122.50

700001450227

-04/07/95--01018--021

*****8.75 *****8.75

- ☐ Amendment
- ☐ Annual Report
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Domestication
- ☐ Fictitious Business Name
- ☒ Foreign - Profit
- ☐ Foreign - Non-Profit
- ☐ Limited Partnership
- ☐ Limited Liability
- ☐ Mtr. Veh.

- ☐ Merger
- ☐ Name Reservation
- ☐ Name Registration
- ☐ Non-Profit/Articles of Incorporation
- ☐ Other
- ☐ Profit/Articles of Incorporation
- ☐ Reinstatement
- ☐ Resignation of R.A., Off/Dir
- ☐ Trademark
- ☐ UCC/Filing 1
- ☐ UCC/Filing 3

- ☒ Certified Copy
- ☐ Photocopy
- ☐ Corporate Print-Out
- ☐ Fictitious/Owner Search

- ☐ CUS
- ☐ Good Standing
- ☐ R.A., Off/Dir Search

(☒) Walk in () Call if Problem () Will Wait (☒) Pick up 2-22 11AM
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: MC BY: Jessie Brunton

BRANCH RECEIVING: F2 BY: Quade

REF/JOB # 516-95-73687-12

CLIENT MATTER # _____

SAME DAY ☒ 24 HR _____ ROUTINE _____

VERBAL REQUESTED: YES OR ☒ NO

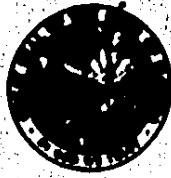
DATE SENT: 2/22/95 MAIL _____ FAX _____ FED EXP

FILED: 2/22/95

SENT TO: BRANCH ☒ CLIENT _____

SPECIAL INSTRUCTIONS: _____

| | |
|---------------|---------------|
| CHECK # | <u>301834</u> |
| ST./CTY/ FEES | <u>122.50</u> |
| CORR. FEE/ | _____ |
| SPEC. HANDL. | _____ |
| MESSENGER | _____ |
| COPIES | _____ |
| FAX FEE | _____ |
| OTHER | _____ |
| TOTAL | _____ |



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

February 22, 1995

PRENTICE HALL

SUBJECT: OPTICAL RADIATION CORPORATION
Ref. Number: W95000004023

We have received your document for **OPTICAL RADIATION CORPORATION** and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please **RETURN ALL DOCUMENTATION** to the **ATTENTION** of the **CORPORATE SPECIALIST** indicated.

You must list your Federal Employer Identification Number in the appropriate block. If applied for, enter "applied for", or if not applicable, enter "N/A".

Please return your document, along with 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 (904) 487-6093.

Freta Lott
Corporate Specialist Supervisor

Letter Number: 595A00007995

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

**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. Optical Radiation Corporation

(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. APPLIED FOR

(FEI number, if applicable)

4. December 21, 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. 1300 Optical Drive, Azusa, California 91702

(Current mailing address)

To conduct any lawful business, to promote any lawful purpose, and to engage in any lawful act or activity permitted by the laws of Delaware and Florida for which any corporation 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 Schreiber, Asst. V.P.

(Registered agent's signature)

Vicki Schreiber, Asst. V.P.

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.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR - 5 AM 10:55

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

A. DIRECTORS

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

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

Director: William Sullivan
Address: 1601 Valley View Lane
Dallas, Texas 75234

Director: _____
Address: _____

B. OFFICERS

President: William Sullivan
Address: 1601 Valley View Lane
Dallas, Texas 75234

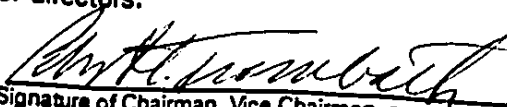
Vice President: Ian Ashken
Address: c/o Benson Eyecare Corporation
555 Theodore Fremd Ave., Rye, NY 10580

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

Treasurer: _____
Address: _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -5 AM 10:52

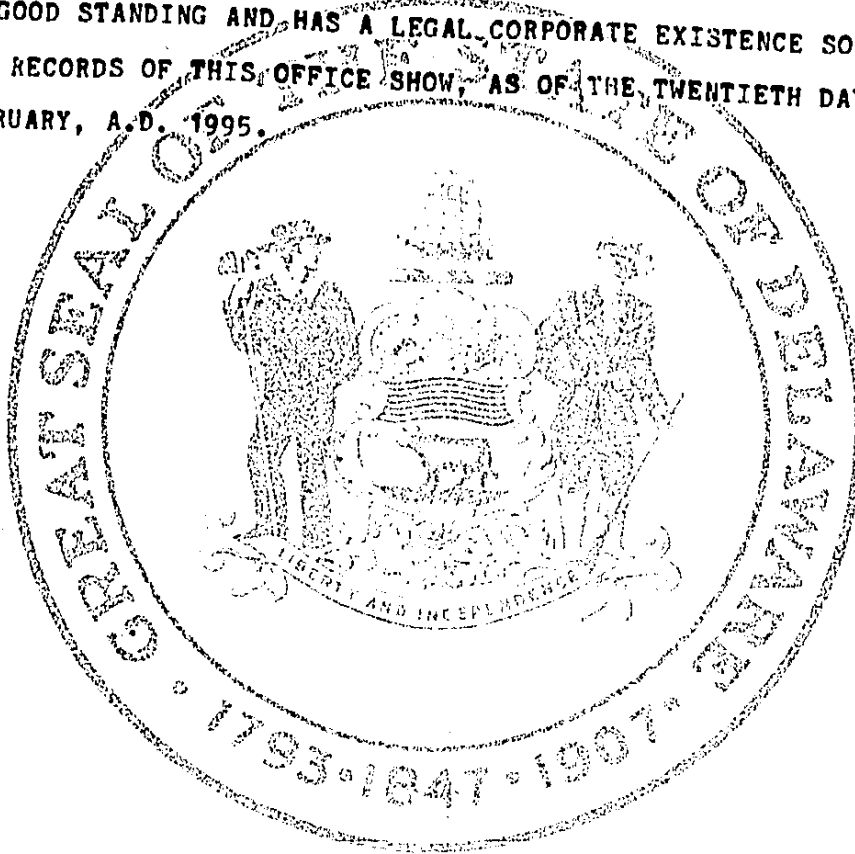
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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 "OPTICAL RADIATION CORPORATION" 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.



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 APR -5 AM 10:52



Edward J. Freel

Edward J. Freel, Secretary of State

2463802 8300

950037791

AUTHENTICATION: 7414375

DATE: 02-20-95

F9500000/637

BEC GROUP, INC.

1601 VALLEY VIEW LANE
DALLAS, TEXAS 75234
TEL: (214) 919-2407
FAX: (214) 919-2429

FILED
96 OCT 24 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PETER H. TREMBATH
VICE PRESIDENT
SECRETARY AND GENERAL COUNSEL

October 23, 1996

Secretary of State
State of Florida
409 E. Gaines Street
Tallahassee, FL 32399

100001986041--9
-10/25/96--01049--020
*****35.00 *****35.00

Re: Optical Radiation Corporation

Dear Sirs/Madam:


BEC Group, Inc. is the ultimate parent of Optical Radiation Corporation, a Delaware corporation with foreign jurisdiction in Florida.

Attached is one original and one exact copy of Optical Radiation Corporation's Application For Withdrawal which has been duly executed by its President, and a certified check in the amount of \$35.00 representing the filing fee.

Once the withdrawal process is complete, please forward to me evidence of such withdrawal. Thank you.

Very truly yours,

BEC GROUP, INC.


Peter H. Trembath
Vice President,
Secretary and General Counsel

PHT:mcd
Enclosures

Withdr.

VS OCT 30 1996

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF AUTHORITY
TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

FILED
96 OCT 24 PM 1:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

OPTICAL RADIATION CORPORATION
(Name of Corporation)

DELAWARE

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept services on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

555 Theodore Fremd Avenue, Suite B-302

Rye, New York 10580

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

William T. Sullivan
Signature

Oct. 23, 1996
Date

William T. Sullivan

(Typed or printed name)

President

Title