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TRANSMITTAL LETTER

TO: QUALIFICATION/TAX LIEN SECTION
DIVISION OF CORPORATIONS

SUBJECT: Eye-Mart Express, 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:

Mary Scott Herrington
(Name of Person)
STITES & HARBISON
(Firm/Company)
400 West Market Street, Suite 1800
(Address)
Louisville, Kentucky 40202
(City, State and Zip Code)

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Should you need to call someone concerning this matter, please call:

Mary Scott Herrington at (502) 681-0497
(Name of Person) Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 18 AM 11:50

COURIER ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Sec.
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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. Eye-Mart Express, 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. 61-1178530
(FEI number, if applicable)
4. 3/29/90
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Approx. Nov 1, 1985
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.))
7. 1325 Capital Center Parkway, Suite 130
Carrollton, Texas 75006
(Current mailing address)
8. Retail Sales - Prescription Eyewear
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 18 AM 11:10

9. Name and street address of Florida registered agent:

Name: C T Corporation System, c/o CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation

, Florida , 33324

(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.

C T Corporation System

G. L. Hatfield
(Registered agent's signature)

G. L. Hatfield, Assistant Secretary

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: (Street address ONLY- P. O. Box NOT acceptable)

A. DIRECTORS (Street address only- P. O. Box NOT acceptable)

Chairman: M. Doug Barnes

Address: 5600 Plantation Circle

Plano, TX 75093

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only- P. O. Box NOT acceptable)

President: M. Doug Barnes

Address: 5600 Plantation Circle

Plano, TX 75093

Vice President: Thomas C. Floyd

Address: 1437 Glenhill Ln

Lewisville, TX 75067

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. Thomas C. Floyd
(Signature of chairman, Vice chairman, or any officer listed in number 12 of the application)

14. THOMAS C. FLOYD
(Typed or printed name and capacity of person signing application)

FILED
SECRETARY OF STATE
DIVISION OF PERMITS
15 SEP 18 11:50

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "EYE-MART EXPRESS, 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 SIXTH DAY OF SEPTEMBER, A.D. 1995.

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.

FILED
SECRETARY OF STATE
DIVISION
95 SEP 16 AM 11:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

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DATE:

09-06-95