F96000002800

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: Vision-Ease Lens, 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:

000001850885
-06/04/96--01133--001
*****70.00 *****70.00

Peter B. Colton
(Name of Person)

Oppenheimer Wolff & Donnelly
(Firm/Company)

1700 First Bank Building
332 Minnesota Street
(Address)

St. Paul, MN 55101
(City/State/Zip)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Peter B. Colton at (612) 223-2535
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

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

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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. Vision-Ease Lens, 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. Minnesota
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. April 30, 1996
(Date of Incorporation)

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

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6. Upon filing and acceptance of this Application
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.)

7. 7100 Northland Circle, Suite 312
Brooklyn Park, MN 55428
(Current mailing address)

8. distribution of optical products
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: 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.

Susan J. Wanner
(Registered agent's signature) Asst. Sec.

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)

Director
~~Chairman~~: Ray Rogers

Address: 7100 Northland Circle, Suite 312

Brooklyn Park, MN 55428

Director
~~Vice Chairman~~: Paul Burke

Address: Two Appletree Square, Suite 400

Minneapolis, MN 55425

Director: Michael Hawks

Address: Two Appletree Square, Suite 400

Minneapolis, MN 55425

Director:

Address:

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

President: Ray Rogers

Address: 7100 Northland Circle, Suite 312

Brooklyn Park, MN 55428

Vice President: Paul Burke

Address: Two Appletree Square, Suite 400

Minneapolis, MN 55425

Secretary: Michael Hawks

Address: Two Appletree Square, Suite 400

Minneapolis, MN 55425

Treasurer: Michael Hawks

Address: Two Appletree Square, Suite 400

Minneapolis, MN 55425

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

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

14. Michael P. Hawks Secretary
(Typed or printed name and capacity of person signing application)

Vision-Ease Lens, Inc.
Attachment to Florida Application for Authority

Additional Officer:

OFFICE	NAME	BUSINESS ADDRESS
Vice President	Michael Eggers	7100 Northland Circle, Suite 312 Brooklyn Park, MN 55428

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State of Minnesota

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TALLAHASSEE, FLORIDA

Certificate of Good Standing

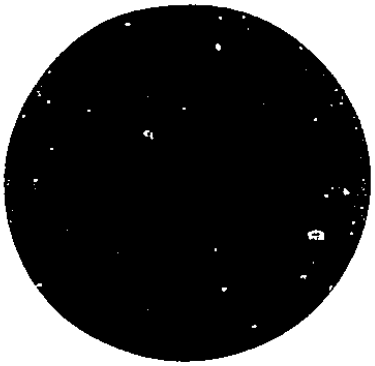
I, Joan Anderson Growe, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Vision-Ease Lens, Inc.

Date Formed: 04/30/1996

Chapter Governed By: 302A

This certificate has been issued on 05/21/96.



Joan Anderson Growe
Secretary of State.