

F980000000692

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: — New West Eyeworks, Incorporated dba Vista Optical  
(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:

Michelle McGeough  
(Name of Person)  
New West Eyeworks, Incorporated  
(Firm/Company)  
2104 West Southern Avenue  
(Address)  
Tempe, Arizona 85282  
(City/State/Zip)

900002412219--5  
01/26/98--01126--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

W98-1843

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

Michelle McGeough at ( 602 ) 438-1330  
(Name of Person) (Area Code & Daytime Telephone Number)

COURIER ADDRESS:

Qualification/Tax Lien Section  
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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 12:59



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 27, 1998

MICHELLE MCGEOUGH  
NEW WEST EYEWORKS, INCORPORATED  
2104 WEST SOUTHERN AVE.  
TEMPE, AZ 85282

SUBJECT: NEW WEST EYEWORKS, INCORPORATED  
Ref. Number: W98000001843

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 12:59

We have received your document for NEW WEST EYEWORKS, INCORPORATED and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

A certificate of existence, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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 (850) 487-6095.

Jennifer Sindt  
Document Examiner

Letter Number: 898A00004499

**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. New West Eyeworks, Incorporated  
(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 3. 86-0392592  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 2, 1988 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. January 15, 1998  
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 2104 West Southern Avenue  
Tempe, Arizona 85282  
(Current mailing address)

8. Retail sales of eyewear and all lawful acts necessary or incidental thereto.  
(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 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.*

By: Cindy L. Parrinello  
(Registered agent's signature)  
Cindy L. Parrinello, Spl. Asst. Secy.

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)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
90 FEB - 5 PM 2: 59

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

Chairman: \_\_\_\_\_ **\*\*PLEASE SEE ATTACHED LISTING\*\***

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

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

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

Director: \_\_\_\_\_

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

Director: \_\_\_\_\_

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 12:59

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

President: \_\_\_\_\_

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

Vice President: \_\_\_\_\_

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

Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

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

14. Darius J. DiTallo, Vice President  
(Typed or printed name and capacity of person signing application)

**Officers:**

Chairman of the Board/Treasurer - Ronald E. Weinberg  
200 Public Square  
Suite 30-5000, Cleveland, OH 44114

President & Chief Executive Officer - Barry J. Feld  
2104 West Southern Avenue  
Tempe, Arizona 85282

Executive Vice President - James W. Swanson  
2104 W. Southern Avenue  
Tempe, Arizona 85282

VP Finance & Administration and CFO - Darius J. DiTallo  
2104 W. Southern Avenue,  
Tempe, Arizona 85282

VP Marketing & Merchandising - Annette C. Feld  
2104 W. Southern Avenue  
Tempe, Arizona 85282

Vice President of Manufacturing - Glenn K. Ozawa  
2104 W. Southern Avenue  
Tempe, Arizona 85282

Vice President of Real Estate - Tricia Wood  
2104 W. Southern Avenue  
Tempe, Arizona 85282

Vice President of Managed Care - Roger K. Deason  
2104 W. Southern Avenue  
Tempe, Arizona 85282

Secretary - Byron S. Krantz  
One Cleveland Center, 20th Floor  
Cleveland, OH 44114

**Directors:**

Barry J. Feld  
Donald M. Gleklen  
Byron S. Krantz  
Larry I. Pollock  
William P. Sutter, Jr.  
Ronald E. Weinberg  
Norman C. Harbert

2104 W. Southern Avenue, Tempe, Arizona 85282  
Jocard Financial Services, Inc.  
980 Jolly Road, Blue Bell, PA 19422  
One Cleveland Center, 20th Floor  
Cleveland, OH 44114  
1228 Euclid Avenue, Suite 860, Cleveland, OH 44115  
350 North Clark Street, Chicago, IL 60610  
200 Public Square, Suite 30-5000  
Cleveland, OH 44114  
920 Lake Road, Medina, OH 44256

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB -5 PM 1:00

State of Delaware  
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEW WEST EYEWORKS, 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 SECOND DAY OF FEBRUARY, A.D. 1998.

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 OF CORPORATIONS  
98 FEB -5 PM 1:00



*Edward J. Freel*

Edward J. Freel, Secretary of State

2159375 8300

981041097

AUTHENTICATION: 8897627

DATE: 02-02-98