

F990000000362

TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section
Division of Corporations

000002736650--9
-01/11/99-01099-011
*****78.75 *****78.75

W99-686

SUBJECT: FAMILY VISION CENTERS, 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:

Charles R. Mingle
(Name of Person)
Vista Eyecare, Inc.
~~National Vision Associates, Ltd.~~
(Firm/Company)
296 Grayson Hwy., Legal Dept.
(Address)
Lawrenceville, GA 30045-5793
(City/State/Zip)

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

Charles Mingle at (770) 822-2025
(Name of Person) (Area Code & Daytime Telephone Number)
Senior Paralegal, NATIONAL VISION ASSOCIATES, LTD., VISTA EYECARE, INC.
(VISTA EYECARE, INC., f/k/a
NATIONAL VISION ASSOCIATES, LTD., acquired FAMILY VISION CENTERS, INC. and
its parent company, FRAME-N-LENS OPTICAL, INC. on 7/28/98.)

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

per Charles R. Mingle
add Inc. To
DBA.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 11, 1999

CHARLES R. MINGLE
VISTA EYECARE INC
296 GRAYSON HWY, LEGAL DEPT.
LAWRENCEVILLE, GA 30045-5793

SUBJECT: FAMILY VISION CENTERS, INC.
Ref. Number: W99000000686

We have received your document for FAMILY VISION CENTERS, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report and penalty fees is \$5865.00.

Enclosed please find a copy of section 607.1501 or 617.1501, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a sworn affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501 or 617.1501, Florida Statutes.

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 DOCUMENT SPECIALIST indicated.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

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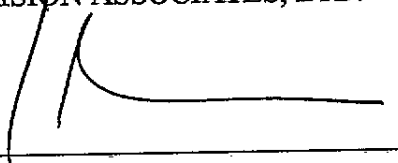
Michael Mays
Document Specialist

Letter Number: 899A00001226

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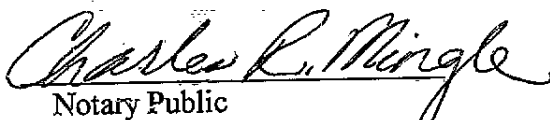
AFFIDAVIT

I, the undersigned Mitchell Goodman, Vice President, General Counsel and Secretary of FAMILY VISION CENTERS, INC., do hereby state that the date "Approximately July 1994," which was entered in Line 6 of the Application By Foreign Corporation For Authorization To Transact Business in Florida, as the date on which the corporation first transacted business in Florida, should instead be properly listed as July 28, 1998, the date on which FAMILY VISION CENTERS, INC. was acquired by VISTA EYECARE, INC., f/k/a NATIONAL VISION ASSOCIATES, LTD.


Signature

Mitchell Goodman
Vice President, General Counsel and Secretary

Sworn to and subscribed before
Me this 15th day of January, 1999.


Notary Public

My Commission Expires: July 16, 2002

Notary Public, DeKalb County, Georgia
My Commission Expires July 16, 2002

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RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

I, the undersigned Mitchell Goodman, do hereby certify
(Name)

that this Resolution of the Board of Directors of _____
Family Vision Centers, Inc.
(Corporate Name)

a corporation duly organized and existing under the laws of the State of Delaware,

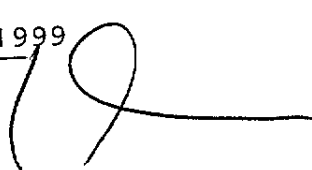
was duly adopted on January 15, 19 99

Be it resolved, that Family Vision Centers, Inc.
(Corporate Name)

organized and existing in the State of Delaware, hereby adopts the name

Optical Center Inside Sam's Club, Inc. for use in Florida

Dated: January 15, 1999



Signature of either Chairman, Vice Chairman or any officer

Mitchell Goodman
Type or print name

Vice President, General Counsel and Secretary

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**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. Family Vision Centers, 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. 71-0698445
(FBI number, if applicable)
4. 10/15/92
(Date of Incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Approximately July 1994
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 296 Grayson Highway
Lawrenceville, GA 30045-5793
(Current mailing address)
8. Retail optical sales
(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company

By: Auma R. Durr

(Registered agent's signature)

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.

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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: See attached officers/directors rider

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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

President: See attached officers/directors rider

Address: _____

Vice President: _____

Address: _____

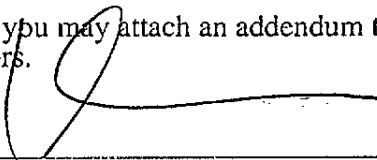
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

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

14. Mitchell Goodman, Vice President, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

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FAMILY VISION CENTERS, INC.

OFFICERS*

OFFICE	NAME	BUSINESS ADDRESS
President and Chief Executive Officer	James W. Krause	296 Grayson Hwy., Lawrenceville, GA 30045-5793
Vice President, General Counsel, and Secretary	Mitchell Goodman	296 Grayson Hwy., Lawrenceville, GA 30045-5793
Vice President, Chief Financial Officer, and Treasurer	Angus C. Morrison	296 Grayson Hwy., Lawrenceville, GA 30045-5793
Assistant Secretary	Laurie Forbes-Dilbeck	296 Grayson Hwy., Lawrenceville, GA 30045-5793

*Per Unanimous Consent of Board of Directors of FAMILY VISION CENTERS, INC., dated October 5, 1998.

DIRECTORS*

NAME	BUSINESS ADDRESS
Mitchell Goodman	296 Grayson Hwy., Lawrenceville, GA 30045-5793
James W. Krause	296 Grayson Hwy., Lawrenceville, GA 30045-5793
Angus C. Morrison	296 Grayson Hwy., Lawrenceville, GA 30045-5793

*Per Action by Consent of the Sole Shareholder of FAMILY VISION CENTERS, INC., dated October 5, 1998.

SHAREHOLDER

FRAME-N-LENS OPTICAL, INC. is sole shareholder of FAMILY VISION CENTERS, INC.

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State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FAMILY VISION CENTERS, 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 TWENTY-SECOND DAY OF DECEMBER, A.D. 1998.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 20 AM 10:50



Edward J. Freel

Edward J. Freel, Secretary of State

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AUTHENTICATION:

9479751

DATE:

12-22-98