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MJH

February 27, 2001

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

IN RE: BRIGGS OPTICAL TWO, L.C.

Dear Sir or Madam:

Enclosed are two originals of the Articles of Organization for the above-named proposed Florida company. Also enclosed is our check in the amount of \$160.00 representing payment of the following:

1. Filing Fee;
2. Registered Agent Designation;
3. Certified Copy.

Please file the enclosed Articles of Organization and return a certified copy to the undersigned.

Thank you for your assistance.

Sincerely,

LAW OFFICES OF JOHN D. SPEAR

  
James E. Kerr

JEK/cam  
Enclosures  
cc: Donald Briggs

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-03/01/01--01063--002  
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cc

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01 MAR - 1 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION**

**OF**

**BRIGGS OPTICAL TWO, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I. NAME**

The name of the Limited Liability Company shall be **BRIGGS OPTICAL TWO, L.C.**

**ARTICLE II. ADDRESS**

The mailing address of the principal office of the company shall be:

15495 Audubon Plaza, Suite 123  
Naples, FL 34110

The street address of the principal office of the company shall be:

15495 Audubon Plaza, Suite 123  
Naples, FL 34110

**ARTICLE III. PURPOSE**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact is any and all lawful business for which a Limited Liability Company may be organized under the Florida Limited Liability Company Act, provided, however, that it shall not engage in any business activity other than that which is directly related to the operation of a PEARLE VISION or such other PEARLE VISION, INC. franchise operations as shall be approved in writing by PEARLE VISION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV. DURATION**

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State and shall exist until thirty (30) years from the date of filing of these Articles of Organization. This company shall be dissolved upon the unanimous consent of the Members.

#### **ARTICLE V. REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is:

Donald Briggs  
15495 Audubon Plaza, Suite 123  
Naples, FL 34110.

#### **ARTICLE VI. CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property as agreed to.

#### **ARTICLE VII. ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

#### **ARTICLE VIII. ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the

company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent. The Company must have PEARLE VISION, INC.'S prior written approval for the issuance, encumbrance, assignment and transfer of Membership of the Company.

#### **ARTICLE IX. TERMINATION OF EXISTENCE**

The company shall be dissolved on the death, bankruptcy or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### **ARTICLE X. MANAGEMENT**

The company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and address of the members of the company are:

Donald Briggs  
15495 Audubon Plaza, Suite 123  
Naples, FL 34110

Jeanette I. Briggs  
15495 Audubon Plaza, Suite 123  
Naples, FL 34110.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these  
Articles of Organization at Sugarland, Ft Bend County, Texas, on the 24<sup>th</sup> day of  
February 2001.

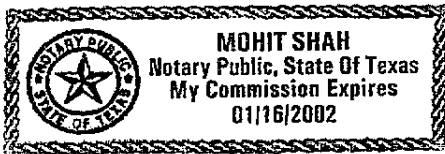
Donald Briggs  
Donald Briggs, Organizer

Jeanette I. Briggs  
Jeanette I. Briggs, Organizer

STATE OF TEXAS

COUNTY OF Ft. Bend

Sworn to and subscribed before me this 24<sup>th</sup> day of February 2001 by Mohit  
Shah. They are personally known to me or have produced Tex Driver  
Lic \_\_\_\_\_ as identification.



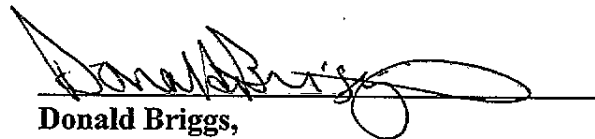
Mohit Shah  
Signature of Notary Public

Mohit Shah  
Printed Name of Notary Public

Commission Expires:

## ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Briggs Optical Two, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.



**Donald Briggs,**  
Registered Agent