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From:
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Account Number : I20020000128
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN

YULEE VISION CENTER, INC.

RECEIVED

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DIVISION OF CORPORATIONS

Certificate of Status	1
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Amended
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
YULEE VISION CENTER, INC.**

FILED
JUN 26 PM 2:23
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is: **YULEE VISION CENTER, INC.**

ARTICLE II

The general nature of the business to be transacted by this corporation is:

The operation of a Pearle Vision, Inc. retail optical business. This corporation shall not engage in any business activity other than that which is directly related to the operation of the Pearle Vision, Inc. retail optical business or such other business operation as shall be approved in writing by Pearle Vision, Inc.

To exercise all the powers now granted to this type of corporation under Florida law and all powers subsequently authorized or granted by law to private corporations subject to the restriction on business activity contained in the preceding paragraph.

ARTICLE III

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

10,000 Shares of Common Stock of par value of
\$1.00 per share.

Cumulative voting shall not be permitted.

The total number of shareholders in the corporation shall not exceed five (5) individuals. The corporation shall neither encumber nor assign, nor permit the transfer of

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any stock in the corporation, without the prior written consent of Pearle Vision, Inc. The transfer of stock of this corporation is subject to the terms and conditions of a Franchise Agreement with Pearle Vision, Inc. All issued shares of this corporation must be certificated and the corporation must submit a copy (front and back) of all issued stock certificates to Pearle Vision, Inc.

The stock certificates shall contain the following legend: "The transfer of this stock is subject to terms and conditions of a Franchise Agreement with Pearle Vision, Inc. Reference is made to such Franchise Agreement and the restrictive provisions of the Articles of Incorporation and Bylaws of this corporation."

ARTICLE IV

This corporation is to exist perpetually.

ARTICLE V

The initial address of the principal office of this corporation in the State of Florida is 11406-1 San Jose Blvd., Jacksonville, FL 32223.

ARTICLE VI

The corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time, by bylaws adopted by the Stockholders, but shall never be less than one.

ARTICLE VII

The names and post office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Theodore M. Brink, O.D.	11460-1 San Jose Boulevard Jacksonville, FL 32223

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ARTICLE VIII

The name and post office address of the incorporator to these Articles of Incorporation are:

NameAddress

Theodore M. Brink, O.D.

11460-1 San Jose Boulevard
Jacksonville, FL 32223ARTICLE IX

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation in which the corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of stockholders, or otherwise, and the

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corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X

The registered office shall be One Independent Drive, Suite 2301, Jacksonville, FL 32202, and the registered agent at that same address is H. Leon Holbrook, III.

ARTICLE XI

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon and by Pearle Vision, Inc.

This Amendment was adopted by the stockholders and directors on May 1, 2007. This Amendment was approved by unanimous consent of all stockholders entitled to vote.


THEODORE M. BRINK, O.D.

ACCEPTANCE BY RESIDENT AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.


H. LEON HOLBROOK, III

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