

# 2005 FOR PROFIT CORPORATION ANNUAL REPORT

5/4/2005-90144-011-\$150.00-\$150.00

APPROVED  
AND  
FILED

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05 JUN 10 PM 1:51

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<b>DOCUMENT # P09434</b>			
1. Entity Name PEARLE VISION, INC.			
Principal Place of Business ATTN : TAX DEPARTMENT 1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087 US		Mailing Address ATTN : TAX DEPARTMENT 1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087 US	
2. Principal Place of Business 4000 Luxottica PL Suite, Apt. #, etc.		3. Mailing Address P.O. Box 8509 Suite, Apt. #, etc.	
City & State Mason OH		City & State Mason OH	
Zip 45040-8114	Country U.S.	Zip 45040-7114	Country U.S.
4. FEI Number 75-1157482		Applied For Not Applicable	
5. Certificate of Status Desired <input type="checkbox"/>		\$8.75 Additional Fee Required	
6. Name and Address of Current Registered Agent CT CORPORATION SYSTEM 1200 S. PINE ISLAND ROAD PLANTATION, FL 33324		7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code	
8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.			
SIGNATURE _____ DATE _____ <small>Signature, typed or printed name of registered agent and fee if applicable. (NOTE: Registered Agent signature required when reinstating)</small>			
<b>FILE NOW!!! FEE IS \$150.00 After May 1, 2005 Fee will be \$550.00</b>		9. Election Campaign Financing Trust Fund Contribution. <input type="checkbox"/> \$5.00 May Be Added to Fees	
10. OFFICERS AND DIRECTORS		11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY - ST - ZIP	D POLLOCK, LARRY 18100 NORTH PARK BLVD SHAKER HEIGHTS, OH 44120 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition SEE ATTACHED
TITLE NAME STREET ADDRESS CITY - ST - ZIP	T GAGLIOTI, JOSEPH 5915 LANDERBROOK DR, 300 CLEVELAND, OH <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	S SHERRIFF, DAVID J 5915 LANDERBROOK DR, 300 CLEVELAND, OH <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP DUNN, LESLIE D 2849 GLENGARY RD SHAKER HEIGHTS, OH 44120 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	VP BARDWELL, KATHLEEN L 403 CUTLER LANE HUDSON, OH 44238 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY - ST - ZIP	P HANSON, TERRY 991 CREEKSIDE CIRCLE NAPERVILLE, IL 60583 <input checked="" type="checkbox"/> Delete	TITLE NAME STREET ADDRESS CITY - ST - ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
12. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.			
SIGNATURE: <u>Mary Ann Lavery</u> Mary Ann Lavery 4-29-2005 513-765-6948 <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #</small>			

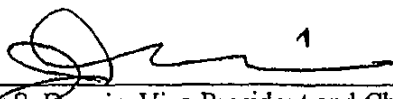
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**DESIGNATION OF  
SIGNATURE AUTHORITY**

Cole National Corporation  
Cole National Group, Inc.  
American Vision Centers, Inc.  
Cole Vision Corporation  
Cole Vision Services, Inc.  
Cole Vision IPA, LLC  
Cole Vision Canada, Inc.  
Pearle, Inc.  
Pearle Vision Managed Care HMO of Texas, Inc.  
Pearle Vision, Inc.  
D.S. Management Corporation  
Pearle Vision Center of Puerto Rico, Inc.  
Things Remembered, Inc.  
Things Remembered Personalized Gifts, Inc.  
Western States Optical, Inc.

I, Jack S. Dennis, being the Vice President and Chief Financial Officer of each of the above-named corporations, hereby state that Jim Neitzke and Mary Ann Lavery, and each of them hereby is, authorized to execute all tax returns, amendments, modifications and extensions related to tax and financial matters on behalf of each corporation named herein.

Dated as of April 1, 2005

  
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Jack S. Dennis, Vice President and Chief  
Financial Officer

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**PEARLE VISION, INC.  
OFFICERS & DIRECTORS  
AS OF JANUARY 01, 2005**

NAME & TITLE	BUSINESS ADDRESS	HOME ADDRESS
<b>VALERIO GIACOBBI</b> DIRECTOR/ CHIEF EXECUTIVE OFFICER	P.O. BOX 8509 MASON, OHIO 45040	6546 Heritage Club Drive, Mason, OH 45040
<b>MICHAEL A. BOXER</b> DIRECTOR/VICE PRESIDENT/SECRETARY	44 HARBOR PARK DRIVE PORT WASHINGTON, NEW YORK 11050	19 The Oaks, Roslyn Estates, NY 11576
<b>VITO GIANNOLA</b> DIRECTOR/ VICE PRESIDENT/ TREASURER	44 HARBOR PARK DRIVE PORT WASHINGTON, NEW YORK 11050	61 Sandy Hollow Rd., Port Washington, NY 11050
<b>JACK S. DENNIS</b> DIRECTOR/ VICE PRESIDENT / CFO	P.O. BOX 8509 MASON, OHIO 45040	3144 Shorewalk Road, Maineville, OH 45039
<b>KERRY BRADLEY</b> CHIEF OPERATING OFFICER	P.O. BOX 8509 MASON, OHIO 45040	6294 Torton Fields Lane, Mason, OH 45040
<b>STEVE BENTON</b> VICE PRESIDENT - REAL ESTATE	P.O. BOX 8509 MASON, OHIO 45040	8269 Windsail Court, Maineville, OH 45039
<b>WILLIAM GRIFFITHS</b> ASSISTANT SECRETARY	P.O. BOX 8509 MASON, OHIO 45040	1075 Wilson Dunhamhill Rd., New Richmond, OH 45157
<b>WILLIAM VAUGHAN</b> VICE PRESIDENT, FRANCHISE STORE OPERATIONS	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	2879 Chamberlin Blvd, Hudson, OH 44236
<b>FRANK BAYNHAM</b> PRESIDENT	P.O. BOX 8509 MASON, OHIO 45040	8386 Kugler Mill Rd, Cincinnati, OH 45243
<b>MICHAEL COLLIER</b> VICE PRESIDENT, CENTRAL TERRITORY	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	9803 Burton Dr, Twinsburg, OH 44087
<b>JOHN DILANNI</b> VICE PRESIDENT, EASTERN TERRITORY	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	Not Available
<b>DENVER KRAMER</b> VICE PRESIDENT, WESTERN TERRITORY	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	5520 Norris Dr, The Colony, TX 75056
<b>JEFF SMITH</b> VICE PRESIDENT, PROFESSIONAL SERVICES	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	16300 Van Aken Blvd, Unit 304B, Shaker Heights, OH 44120
<b>CARL D. HALE</b> V. P., MFG AND DIST. - DALLAS	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	905 Turnberry Lane, Southlake, TX 76092
<b>TRACY BURMEISTER</b> ASSISTANT TREASURER	1925 ENTERPRISE PARKWAY TWINSBURG, OH 44087	7231 Valley View Road, Hudson, OH 44236