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CAPITOL CORPORATE SERVICES, INC.

P21411

September 3, 1997

SECRETARY OF STATE OF FLORIDA
409 E. Gaines St.
P. O. Box 6327
Tallahassee, FL 32314

500002287315--7
-09/08/97--01123--013
*****35.00 *****35.00

Attn: Corporate Filing Dept.

Re: EYE CARE CENTERS OF AMERICA, INC.

Dear Filing Clerk:

Enclosed please find a Statement of Change of Registered Office/Agent, for the above referenced name, which is to be filed in your office. I have enclosed check # 1353 in the amount of \$ 35.00 for the filing fee. After filing please return to me the file-stamped copy in the enclosed self-addressed envelope. If you have any questions please contact me at 800-472-0544.

Thank you,

Delanie Lundgren

Delanie Lundgren

enclosures

RA Chg.

VS SEP 16 1997

FILED
97 SEP -8 AM 9:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Florida Department of State, Jim Smith, Secretary of State

**STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS**

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508,
Florida Statutes, the undersigned corporation organized under the laws of the State of
Texas submits the following statement in order to change its registered office
or registered agent, or both, in the State Florida.

1a. The name of the corporation is: EYE CARE CENTERS OF AMERICA, INC.

1b. Date of incorporation: 10/24/88 Document number P21411

2. The name and address of the current registered agent and office:
C T Corporation System

1200 S. Pine Island Road, Plantation, Fl 33324

3. The name and address of the new registered agent and office:
(P.O. Box Not Acceptable)

NRAI Services, Inc.

526 East Park Avenue, Tallahassee, Florida 32301

The street address of its registered agent and the street address of the business office
of its registered agent as changed will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by
an officer so authorized by the board.

Doug Shepard
SIGNATURE
8/25/97
DATE

* Doug Shepard VP/Controller
Typed or printed name and title

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED
IN THIS CERTIFICATE, 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 COM-
plete PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT
THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

NRAI Services, Inc.

SIGNATURE By: Dilani Lundgren, asst. sec.
(Registered Agent)

DATE 9-3-97