



CAPITOL CORPORATE SERVICES, INC.

P94000007212

October 25, 2000

FILED
OCT 30 PM 12:13
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLORIDA SECRETARY OF STATE
P. O. Box 6327
Tallahassee, FL 32314

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-10/30/00--01156--010
*****35.00 *****35.00

Attn: Corporate Filing Dept.

Re: VISIONWORKS HOLDINGS, 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 # 6402 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,

DL Case

Delanie Case

*RDA-charge
11-7-00
PMS*

enclosures

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 Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1. The name of the corporation is: VISIONWORKS HOLDINGS, INC.

2. The mailing address of the corporation is: 11103 West Ave.
San Antonio, TX 78213

3. Date of incorporation/qualification: January 27, 1994 Document number: P94000007212

4. The name and address of the current registered agent and office:

NRAI Services, Inc.

526 East Park Avenue

Tallahassee, FL 32301

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

Capitol Corporate Services, Inc.

1333 North Duval Street

Tallahassee, FL 32303

The street address of its registered office 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.

Donq Shepard
(Signature of an officer, chairman or vice chairman of the board)

10 Oct. '2000
(Date)

Donq Shepard VP/Controller
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, 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 obligation of my position as registered agent.

Capitol Corporate Services, Inc.

Delanie Case
(Signature of Registered Agent)

10-24-00
(Date)

If signing on behalf of an entity:

Delanie Case

(Typed or Printed Name)

Assistant Secretary

(Capacity)

*** FILING FEE: \$35.00 ***