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Law Offices of  
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507 Southeast 11th Court  
Fort Lauderdale, Florida 33316

(954) 522-5101

April 21, 1998

FILED  
98 APR 24 AM 10:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
Fax (954) 522-5101

Secretary of State, State of Florida  
409 E. Gaines Street  
Tallahassee, FL 32399

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-04/24/98--01039--007  
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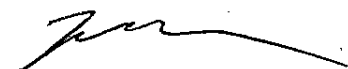
Re: Michael D. Chesen, O.D., P.A.

Gentlemen:

Enclosed please find the Articles of Amendment for the above corporation, together with my check in the amount of \$35.00, representing your filing fee.

Please return your certification of this filing to this office. If you have any questions, please do not hesitate to contact the undersigned.

Very truly yours,

  
Joel R. Lavender, Esq.  
JRL:sls  
Enclosure

*Amend.*

VS APR 29 1998

ARTICLES OF AMENDMENT

Pursuant to the provisions of Section 607.187, Florida Statutes, the undersigned corporation, as executed by its President and Secretary and acknowledged by its Secretary, hereby executes these Articles of Amendment as follows:

- A. The name of the corporation is MICHAEL D. CHESEN, O.D.,<sup>98</sup>  
P.A.
- B. The Amendment as duly adopted is as follows:

Notwithstanding anything to the contrary contained in these Articles of Incorporation, the Florida Statutes or the Corporation's Bylaws, the Corporation shall not engage in any business activity other than that which is directly related to the operation of the Pearle Vision or such other Pearle Vision, Inc. Franchise Operations as shall be approved in writing by Pearle Vision, Inc. Additionally, the total number of shareholders shall not exceed 5 and all such shareholders shall be individuals. Additionally, the Corporation must have Pearle Vision, Inc.'s prior written approval for the issuance, encumbrance, assignment and transfer of shares of the Corporation.

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SECRETARY OF STATE

The above Amendment was unanimously adopted at a Special Meeting held on the 17 day of APRIL, 1998, by the Board of Directors on APRIL 17, 1998, and by the Shareholders of the Corporation on APRIL 17, 1998, in accordance with Florida Statutes 607.181, as evidenced by the execution of these Articles of Amendment.

CORPORATE SEAL

MICHAEL D. CHESEN, O.D., P.A.

ATTEST:

Michael D. Chesen, O.D. BY: Michael D. Chesen, O.D.  
Its Secretary Its President

Director/Shareholder

Michael D. Chesen, O.D.  
Director/Shareholder

OFFICIAL NOTARY SEAL  
BARBARA JEAN CASE  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC391279  
MY COMMISSION EXP. JULY 10, 1998

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing Articles of Amendment were acknowledged before me by, Barbara Jean Case, as Director/Shareholder of MICHAEL D. CHESEN, O.D., P.A., a Florida corporation, this 17th day of April, 1998.

Barbara Jean Case  
Notary Public  
State of Florida at Large

My Commission Expires: