

State of Idaho

Department of State

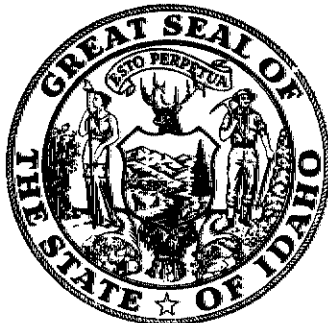
CERTIFICATE OF AUTHORITY OF

U.S. OPTICAL, INC.
File number C 109425

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of U.S. OPTICAL, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to U.S. OPTICAL, INC. to transact business in this State under the name U.S. OPTICAL, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated: February 14, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *[Signature]* *[Signature]*

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

RECEIVED
SEC. OF STATE

95 FEB 14 AM 8 42

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is U.S. Optical, Inc.
2. The name which it shall use in Idaho is _____
(To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Nebraska
4. The date of its incorporation is March 6, 1981 and the period of its duration, if other than perpetual, is _____
5. The address of its principal office in the state or country under the laws of which it is incorporated is 325 No. 72nd St. Omaha, NE 68114
6. The address to which correspondence should be addressed, if different than item 5, is _____
7. The street address of its proposed registered office in Idaho is 300 N. 6th, Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C.T. Corporation System
8. The purpose or purposes which it is proposed to pursue in the transaction of business in Idaho are: To own and operate retail stores that sell optical goods and services.

(Continued on reverse)

Submit applications and certificates of status to

19950214 0900 64226 6
Office of the Secretary of State CUST# 44502
Division of Corporations REFUND 0 P
P.O. Box 83720 20.00= 20.00
Boise, Idaho 83720-0080

Secretary of State use only

IDAHO SECRETARY OF STATE
19950214 0900 64226 2
CK #: 4339 CUST# 44502
CORP
1@ 120.00= 120.00

9. The names and respective addresses of its directors and officers are:

Name	Office	Address
Harlan L. Rips	Vice-President	402 J.E. George Blvd. Omaha, NE 68132
Norman J. Rips	President	711 N. 69th St. Omaha, NE 68132
Barbara T. Rips	ASSIS. SEC.	711 N. 69th St. Omaha, NE 68132

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This application is accompanied by a Certificate of Corporate Status or Existence, dated within 90 days, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 2/10/95

By U.S. Optical Inc.
(Corporation name)
By [Signature]
Its President/Vice President (please specify)
and [Signature]
Its Secretary/Assistant Secretary (please specify)

STATE OF Nebraska)
COUNTY OF Douglas) ss:

I, Connie J. Keeler, a notary public, do hereby certify that on this 10th day of February, 1995, personally appeared before me Harlan L. Rips & Norman Rips, who being by me first duly sworn, declared that (s)he is the Vice President Secretary of U.S. Optical Inc

that (s)he signed the foregoing documents as Vice President Secretary of the corporation and that the statements therein contained are true.



Connie J. Keeler
Notary Public

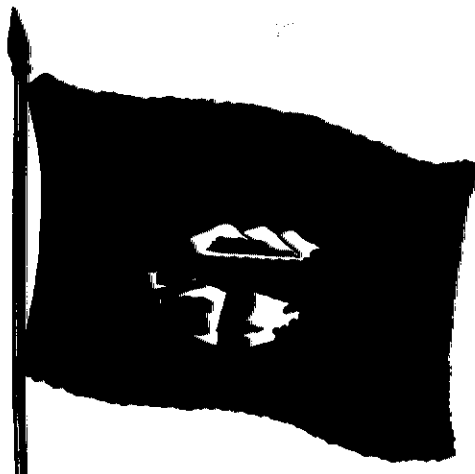
STATE OF

NEBRASKA

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SEC. OF STATE
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**United States of America,
State of Nebraska**

} ss.



**Department of State
Lincoln, Nebraska**

**I, Scott Moore, Secretary of State of the State of Nebraska do hereby
certify;**

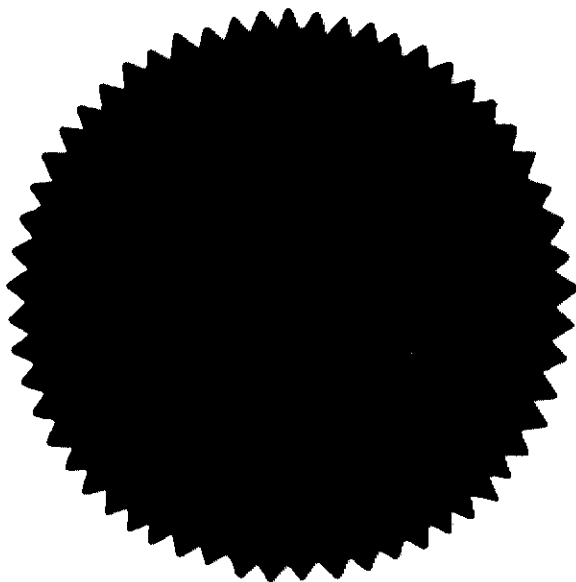
U.S. OPTICAL, INC.

**with registered office located in OMAHA, Nebraska, filed
Articles of Incorporation in this office on March 6, 1981.**

I further certify that said corporation is in good standing as of this date.

In Testimony Whereof,

**I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska on January 23
in the year of our Lord, one thousand
nine hundred and ninety-five.**



Scott Moore

SECRETARY OF STATE