

State of Idaho

Department of State

CERTIFICATE OF INCORPORATION OF

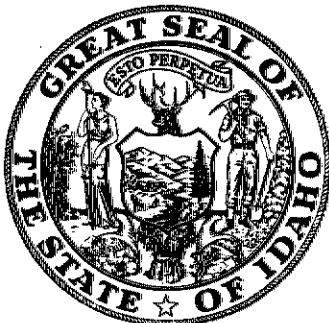
DIDEHBANS LIMITED

File number C 117126

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed 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 Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: November 13, 1996



Pete T. Cenarrusa
SECRETARY OF STATE

By *Don S. Smith*

Nov 13 2 08 PM '96

ARTICLES OF INCORPORATION
OF
DIDEHBANS LIMITED

SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporator of a corporation (hereinafter referred to as "Corporation") under the Idaho Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such Corporation:

I.

The name of the Corporation shall be Didehbans Limited.

II.

The Corporation shall exist in perpetuity.

III.

The address of the initial registered office of this Corporation shall be 350 N. Milwaukee Suite 2153, Boise, Idaho 83788. The name of its registered agent is Rasool Didehban.

IV.

The purposes for which this Corporation is organized are: ownership and operation of a Pearle Vision Express franchise. The corporation cannot 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. (PVI) Franchise operations as shall be approved in writing by PVI.

V.

The business of this Corporation shall be managed and conducted by a board of directors of not fewer than one (1) or more than five (5) members. The number of directors constituting the initial board of directors shall be one (1), and the name and address of the person to serve as Director until the first annual meeting of shareholders or until his successor or successors are elected and qualified is:

<u>Name</u>	<u>Address</u>
Rasool Didehban	350 N. Milwaukee, Ste 2153, Boise, ID 83788
Soroor Didehban	350 N. Milwaukee, Ste 2153, Boise, ID 83788

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VI.

A. The aggregate number of shares which this corporation shall have authority to issue shall be 10,000 shares of common stock having no par value.

B. The holders of the common stock shall have unlimited voting rights, except that votes may not be cumulated. Shareholders shall not have preemptive rights.

VII.

The company must limit the total number of shareholders to five (5) individuals. The company must have PVI's prior written approval for the issuance, encumbrance, assignment and transfer of shares of the corporation.

VIII.

The holders of the common stock shall be entitled to receive, when and as declared by the board of directors, as permitted by the Act, dividends or distributions payable either in cash, in property, or in shares of the capital stock of the Corporation.

IX.

The private property of the shareholders of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever, and shares of the Corporation shall not be subject to assessment for the purpose of paying expenses, conducting business, or paying debts of the Corporation.

X.

Indemnification of Directors, Officers, Employees or Agents

Section 1. Right to Indemnification. Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that she or he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity

while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation, to the full extent permitted by applicable law as then in effect, against all expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonable incurred by such person in connection with such action, suit or proceeding if she or he acted in good faith and in a manner she or he reasonable believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe her or his conduct was unlawful, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that with respect to proceedings seeking to enforce rights to indemnification, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section 1 shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

Section 2. Non-exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this article shall not be inclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

Section 3. Insurance, Contracts and Funding. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another Corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act. The Corporation may, without further shareholder action, enter into contracts with any director or officer of the Corporation in furtherance of the provisions of this Article and may create a

trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Section 4. Indemnification of Employees and Agents of the Corporation. The Corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the Corporation or pursuant to rights granted pursuant to, or provided by, the Act or otherwise.

XI.

The name and address of the incorporator is as follows:

Name

Address

Soroor Didehban 350 N. Milwaukee, Ste 2153, Boise, ID 83788

IN WITNESS WHEREOF, I have hereunto set my hand this 11
day of November, 1996.

Soroor Didehban

STATE OF IDAHO)
County of Ada) : ss.

On this 11 day of November, 1996, before me, a Notary Public in and for said State, personally appeared Soroor Didehban, known to me to be the person whose name is subscribed to the within instrument, and acknowledged to me that she executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written herein.



Clyde B. Grandall
Notary Public for Idaho

Residing at: Boise, Idaho

My commission expires: 10-13-2000