

CERTIFICATE OF INCORPORATION  
OF

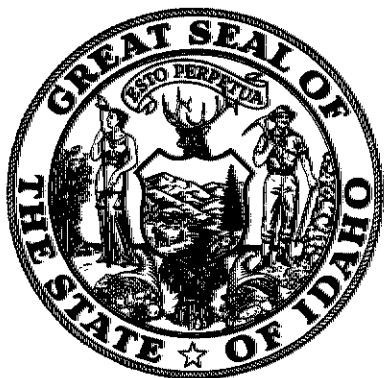
ACCENT OPTICAL, INC.

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.

July 10, 1987

Dated:



*Pete T. Cenarrusa*

SECRETARY OF STATE

by: *Sandra M. Mankus*

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SEC. OF STATE  
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ARTICLES OF INCORPORATION  
OF  
ACCENT OPTICAL, INC.

\* \* \* \* \*

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, being of legal age and a citizen of the United States of America and the State of Idaho, does this day form a corporation under the general laws of the State of Idaho, and does hereby make, certify, execute, acknowledge and deliver the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be: ACCENT OPTICAL, INC.

ARTICLE II

The general nature of the business of this corporation and the objects and purposes proposed to be transacted, promoted and carried on by the corporation are as follows:

A. To operate a business for profit involving the sale of optical goods;

B. To engage in any manufacturing, mercantile, warehousing or trading business or businesses of any kind, and to do all things incidental thereto; to maintain and operate properties and facilities for the production and sale of any articles of commerce; and to purchase or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer or otherwise dispose of, invest, trade and deal in goods, wares and merchandise and real and personal property of every class and description.

C. To purchase or otherwise acquire, the whole or any

part of the undertaking and business of any person, firm or corporation, engaged in any business of any nature, and the property and liabilities, including the good will, assets and stock in trade thereof, and to pay for the same either in cash or in shares, or partly in cash and partly in shares.

D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, which property may be located either in the United States of America or in a foreign country.

E. To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any obligations or securities of any corporation or corporations; and to merge or consolidate with any corporation in such manner as may be provided by law.

F. To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, except as may be prohibited by statute, and to mortgage, pledge, hypothecate, convey in trust, or otherwise, any and all property of the corporation as security for the payment of any such indebtedness, and generally to make and perform agreements and contracts of every kind and description; and to lend money for corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested.

G. To purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, to the extent that unreserved and unrestricted earned surplus and unreserved and unrestricted capital

surplus shall be available therefor, and to make distributions from capital surplus.

H. To indemnify any directors, officer or former director or officer of the corporation, or any person who may have served at the corporation's request as a director or officer of another corporation, against expenses actually and reasonably incurred by such person in connection with the defense of any action, suit or proceeding, civil or criminal, in which he becomes a party by reason of being or having been such director or officer, to the full extent permitted by the laws of the State of Idaho as such laws at any time may be in force and effect.

I. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and do every act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; and to have and to exercise all the powers conferred by the laws of the State of Idaho, as such laws may now be in effect or as they may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

### ARTICLE III

A director of this corporation shall not be disqualified by his office from dealing or contracting with this corporation, nor

shall any transaction or contract of this corporation be void or voidable by reason of the fact that any director or any firm of which any director is a member or any corporation of which any director is a shareholder, officer, or director, is in any way interested in such transaction or contract provided that, after such interest shall have been disclosed, such transaction or contract is, or shall be authorized, ratified or approved either (1) by a vote of a majority of a quorum of the Board of Directors without counting in such majority or quorum any director so interested, or any director who is a member of a firm so interested, or a shareholder, officer or director of a corporation so interested, or (2) by the written consent, or by a vote at any stockholders' meeting of the holders of record of a majority of all the outstanding shares of stock of this corporation entitled to vote; nor shall any director be liable to account to this corporation for any profits realized from such transaction or contract, authorized, ratified or approved as aforesaid.

#### ARTICLE IV

The corporation shall have perpetual existence.

#### ARTICLE V

The registered office of the corporation shall be 816 Sherman Avenue, Coeur d'Alene, Idaho 83814, and the registered agent of this corporation shall be Mr. Eugene L. Miller whose business office is identical with such registered office.

#### ARTICLE VI

The authorized capital stock of this corporation shall be Fifty Thousand Dollars (\$50,000.00) consisting of five thousand (5,000) shares of capital stock having a par value of Ten Dollars (\$10.00) per share. No shareholder shall be entitled as of right to purchase or subscribe for any shares of this corporation authorized but unissued at this time or for any shares,

debentures, bonds, or other certificates of indebtedness of whatever kind and nature which may hereafter be authorized and issued.

#### ARTICLE VII

The corporation shall commence business upon the issuance of the Certificate of Incorporation by the Secretary of State.

#### ARTICLE VIII

The management of this corporation shall be vested in a Board of Directors, which Board shall not be less than the minimum number required by law, and the number, qualifications, compensation, terms of office, manner of election, time and place of meeting, powers and duties of the directors shall be such as are prescribed by the Bylaws of the corporation. The authority to make Bylaws for the corporation is hereby expressly vested in the Board of Directors of this corporation, and said Board may adopt, alter, amend or repeal such Bylaws and provisions for the regulation and management of the affairs of the corporation as shall be consistent with the laws of the State of Idaho and these Articles of Incorporation.

#### ARTICLE IX

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the stockholders herein are granted subject to this reservation.

#### ARTICLE X

The names and post office addresses of the directors who shall first manage the affairs of this corporation are as follows:

Name

Post Office Address

Stephen A. Kundrat

3650 California Avenue  
Pittsburgh, Pennsylvania 15212

and each of said directors shall hold office until his successor has been elected and qualified in the manner prescribed by law.

ARTICLE XI

Stephen A. Kundrat shall be the incorporator of this corporation.

IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 6<sup>th</sup> day of July, 1987.

  
Stephen A. Kundrat, Incorporator


STATE OF PENNSYLVANIA

County of Allegheny

)  
) ss.  
)

I certify that I know or have satisfactory evidence that STEPHEN A. KUNDRAT signed this instrument and acknowledged it to be his free and voluntary act for the uses and purposes mentioned in the instrument.

Dated July 6, 1987

  
Notary Public in and for the State  
of Pennsylvania, residing at \_\_\_\_\_  
My commission expires \_\_\_\_\_

JOHN H. STEINHILPER, NOTARY PUBLIC  
PITTSBURGH, ALLEGHENY COUNTY  
MY COMMISSION EXPIRES MARCH 10, 1988  
Member, Pennsylvania Association of Notaries

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