

Department of State

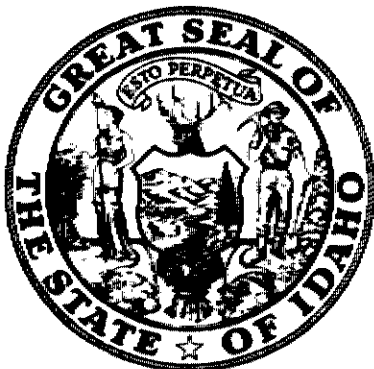
**CERTIFICATE OF AUTHORITY
OF**

COLE VISION CORPORATION

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of COLE VISION CORPORATION 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 COLE VISION CORPORATION to transact business in this State under the name COLE VISION CORPORATION and attach hereto a duplicate original of the Application for such Certificate.

Dated March 7, 1988



Pete T. Cenarrusa

SECRETARY OF STATE

[Signature]
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

(Profit Corporation)

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 Cole Vision Corporation
2. The name which it shall use in Idaho is Cole Vision Corporation

(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 Delaware
4. The date of its incorporation is 10/20/86 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange St., Wilmington, DE 19801, c/o The Corporation Trust Company
6. The address to which correspondence should be addressed, if different from that in item 5. 29001 Cedar Rd., Cleveland, Ohio 44124
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 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 proposes to pursue in the transaction of business in Idaho are:
The operation of retail optical stores.

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

Name	Office	Address
SEE ATTACHED.		

(continued on reverse)

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U.S. Committee on Education, Labor, and Human Resources

COLE VISION CORPORATION, a Delaware Corporation

OFFICERS:

Jeffrey A. Cole	Chairman/Board	29001 Cedar Road, Cleveland, OH 44124
Dennis H. Barron	Vice Chairman/Board	29001 Cedar Road, Cleveland, OH 44124
Brian B. Smith	President	29001 Cedar Road, Cleveland, OH 44124
Thomas T. S. Kaung	Vice President	29001 Cedar Road, Cleveland, OH 44124
Malcolm M. Walker	Vice President	29001 Cedar Road, Cleveland, OH 44124
Franklin D. Rozak	Vice President	29001 Cedar Road, Cleveland, OH 44124
John F. Downie	Secretary and General Counsel	29001 Cedar Road, Cleveland, OH 44124
Tracy L. Burmeister	Treasurer	29001 Cedar Road, Cleveland, OH 44124
Joseph Gaglioti	Assistant Treasurer	29001 Cedar Road, Cleveland, OH 44124
David J. Sherriff	Assistant Secretary	29001 Cedar Road, Cleveland, OH 44124

DIRECTORS:

Jeffrey A. Cole	29001 Cedar Road, Cleveland, OH 44124
Dennis H. Barron	29001 Cedar Road, Cleveland, OH 44124
Thomas T. S. Kaung	29001 Cedar Road, Cleveland, OH 44124
John F. Downie	29001 Cedar Road, Cleveland, OH 44124

State of Delaware



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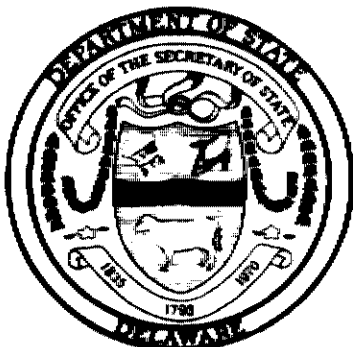
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RECEIVED
SEC. OF STATE

Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY COLE VISION CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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A handwritten signature in cursive script, reading "Michael Harkins".
Michael Harkins, Secretary of State

AUTHENTICATION:

11599056

DATE:

02/25/1988