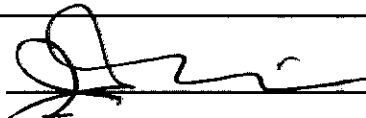


No. C 97597	Annual Report Form <i>Due No Later Than November 30,</i> 1999	2. Registered Agent and Office NOT A P.O. BOX CT CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83702												
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct If Not Correct LENSCRAFTERS, INC. CORPORATE TAX DEPT 8650 GOVERNORS HILL DR CINCINNATI OH 45249	3. Organized Under the Laws of: OH C 97597												
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one) <table style="width: 100%; border: none;"> <thead> <tr> <th style="text-align: left; width: 15%;"><u>Office held</u></th> <th style="text-align: left; width: 20%;"><u>Name</u></th> <th style="text-align: left; width: 35%;"><u>Street or P.O. Address</u></th> <th style="text-align: left; width: 15%;"><u>City</u></th> <th style="text-align: left; width: 10%;"><u>State</u></th> <th style="text-align: left; width: 5%;"><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6" style="text-align: center; height: 100px; vertical-align: middle;"> See Attached Schedule </td> </tr> </tbody> </table>			<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	See Attached Schedule					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>									
See Attached Schedule														
5. Signature of New Registered Agent	6. Signature  Name (Typed or Printed) <u>Jack Dennis</u> Date <u>11/9/99</u> Title <u>Vice President</u>													

ISSUED: 07-03-1999

2661

**LENSCRAFTERS, INC.
OFFICERS & DIRECTORS
AS OF 4/15/89**

NAME & TITLE	SOCIAL SEC. NO.	BUSINESS ADDRESS	HOME ADDRESSES
DEL VECCHIO, CLAUDIO DIRECTOR	N/A	44 HARBOR PARK DRIVE PORT WASHINGTON, NEW YORK 11050	3 TOBOGGAN HILL PATH COLD SPRING HARBOR, NY 11724
BROWNE, DAVID M. PRESIDENT		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	149 FALLEN OAK COURT LOVELAND, OHIO 45140
PACKARD, MIKE CHIEF ADMINISTRATIVE OFFICER		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	118 FOREST AVENUE CINCINNATI, OHIO 45215
BOXER, MICHAEL A. VICE PRESIDENT / SECRETARY		44 HARBOR PARK DRIVE PORT WASHINGTON, NEW YORK 11050	19 THE OAKS ROSLYN ESTATES, NY 11576
GIANNOLA, VITO VICE PRESIDENT		44 HARBOR PARK DRIVE PORT WASHINGTON, NEW YORK 11050	61 SANDY HOLLOW RD. PORT WASHINGTON, NY 11050
DENNIS, JACK S. VICE PRESIDENT / CFO		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	3144 SHOREWALK ROAD MAINEVILLE, OHIO 45039
BENTON, STEVE VICE PRESIDENT - RD&S		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	8269 WINDSAIL COURT MAINEVILLE, OHIO 45039
GRIFFITHS, WILLIAM ASSISTANT SECRETARY		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	1075 WILSON DUNHAM HILL RD. NEW RICHMOND, OHIO 45157
CURTIS, MILDRED A. ASSISTANT SECRETARY		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	711 CLINTON SPRINGS CINCINNATI, OHIO 45229
LOVEJOY, WALLACE W. ASSISTANT SECRETARY		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	6205 CLIPPINGER DRIVE CINCINNATI, OHIO 45243
GRENER, DARWIN ASSISTANT CONTROLLER		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	5108 NIGHTHAWK DRIVE CINCINNATI, OHIO 45247
SHEPHARD, SCOTT ASSOCIATE VICE PRESIDENT		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	10074 HEMPSTEAD DRIVE UNION, KENTUCKY 41091
DI GIANDOMENICO, LIZ ASSOCIATE VICE PRESIDENT		8650 GOVERNOR'S HILL DRIVE CINCINNATI, OHIO 45249	11835 TENNYSON DRIVE CINCINNATI, OHIO 45241