

## ARTICLES OF AMENDMENT

Pursuant to Title 30, Chapter 1, *Idaho Code*, the undersigned corporation amends its Articles of Incorporation as follows:

1. The name of the Corporation is **SPARHAWK VISION, CHTD.**
2. Remove existing Article IV of the Articles of Incorporation and replace it with the following:

*The Corporation shall not engage in any business activity other than that which is directly related to the operation of a Pearle Vision retail optical or such other business operation as shall be approved in writing by Pearle Vision, Inc.*

3. Add to Article VI as new sub-paragraphs "C", "D" and "E", the following:

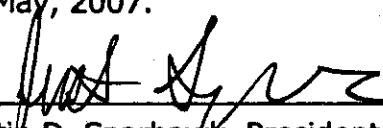
*C. The total number of shareholders of the Corporation shall not exceed five (5) individuals.*

*D. The Corporation shall neither encumber nor assign nor permit the transfer of any shares in the Corporation without Pearle Vision, Inc.'s prior written consent.*

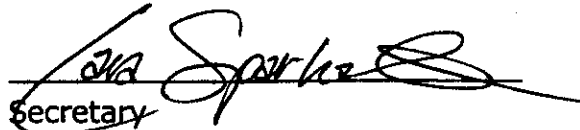
*E. The transfer of this stock is subject to the terms and conditions of a Franchise Agreement with Pearle Vision, Inc.*

4. The date of adoption of the amendment was May 23, 2007.
5. Approval by the shareholders is required and the shareholders duly approved the amendment as required by either Title 30, *Idaho Code* or by the Articles of Incorporation.

DATED this 7 day of May, 2007.

By   
Justin D. Sparhawk, President

ATTEST:

  
Secretary

IDAHO SECRETARY OF STATE  
06/28/2007 05:00  
CK: 1026 CT: 214898 BH: 1062825  
1 @ 30.00 = 30.00 AMEND PROF # 2

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