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State of Idaho

Department of State

CERTIFICATE OF AUTHORITY OF

NEW WEST EYEWORKS, INC.

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

Dated: December 26, 1991



Pete T. Cenarrusa

SECRETARY OF STATE

Shery Bedria

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:

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1. The name of the corporation is New West EyeWorks, Inc.

2. The name which it shall use in Idaho is New West EyeWorks, Inc.

(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 Arizona

4. The date of its incorporation is June 10, 1991 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 2104 West Southern Avenue, Tempe, Arizona 85282

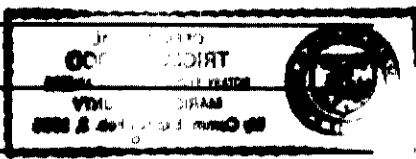
6. The address to which correspondence should be addressed, if different from that in item 5. 2104 West Southern Avenue, Tempe, Arizona 85282

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:
Dispensing optical goods and services, and all lawful acts necessary or incidental thereto

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

Name	Office	Address
See Attached List		



(continued on reverse)

New West EyeWorks, Inc.

Directors

Donald M. Gleklen	c/o Mediq Plaza Pennsauken, New Jersey 08110
William P. Sutter, Jr.	350 North Clark Street Chicago, Illinois 60610
Larry Pollock	1228 Euclid Avenue, #860 Cleveland, Ohio 44115
Ronald E. Weinberg	BP America Bldg., Suite 29-2500 Cleveland, Ohio 44114
Byron S. Krantz	825-50 Winward Drive Aurora, Ohio 44202
Barry Feld	2104 West Southern Avenue Tempe, Arizona 85282

Officers

Chairman of Board Ronald E. Weinberg	BP America Bldg., Suite 29-2500 Cleveland, Ohio 44114
President Barry Feld	2104 West Southern Avenue Tempe, Arizona 85282
Executive Vice President/Treasurer Meridith McManus	2104 West Southern Avenue Tempe, Arizona 85282
Assistant Treasurer Thomas A. Gilbride	BP America Bldg., Suite 29-2500 Cleveland, Ohio 44114
Secretary Byron S. Krantz	825-50 Winward Drive Aurora, Ohio 44202

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State of Arizona



OFFICE OF THE CORPORATION COMMISSION

To all to Whom these Presents shall Come, Greeting:

I, the Executive Secretary of the Arizona Corporation Commission, DO HEREBY CERTIFY that

***** NEW WEST EYEWORKS, INC. *****

a Domestic Corporation organized under the laws of the State of Arizona, did incorporate on JUNE 10TH, 1991.

I FURTHER CERTIFY that this corporation has filed all affidavits and annual reports and paid all annual filing fees required to date and, therefore, is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 16TH day of OCTOBER, 1991, A.D.

James Matthews
Executive Secretary

By *Russell J. Bennett*

