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File Number 5070343-6 2 92124227

SEAL OF THE STATE OF ILLINOIS

OFFICE OF
THE SECRETARY OF STATE



Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF

LENSCRAFTERS, INC.

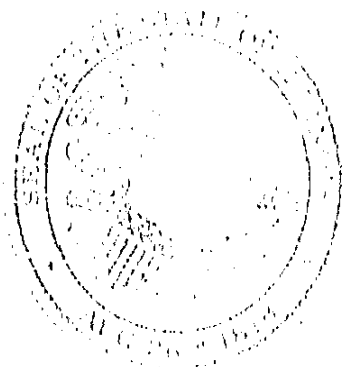
INCORPORATED UNDER THE LAWS OF THE STATE OF Ohio HAS BEEN
FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE
BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

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Now Therefore, I, George H. Ryan, Secretary of State of the
State of Illinois, by virtue of the powers vested in me by law, do
hereby issue this certificate and attach hereto a copy of the
Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to
be affixed the Great Seal of the State of Illinois,

at the City of Springfield, this 10th
day of February, A.D. 1992 and
of the Independence of the United States
the two hundred and 16th.



George H. Ryan
SECRETARY OF STATE

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Form BCA-13.15 (Rev. Jan. 1991)	APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS	SUBMIT IN DUPLICATE
George H. Ryan Secretary of State Department of Business Services Springfield, IL 62756 Telephone (217) 782-6961	FILED JAN 10 1992 GEORGE H. RYAN SECRETARY OF STATE	This space for use by Secretary of State Date _____ License Fee \$ _____ Franchise Tax \$ 35.00 Filing Fee \$ 35.00 Penalties \$ _____ Approved: <i>[Signature]</i>
Payment must be made by certified check, cashier's check, Illinois attorney's check, Illinois C.P.A.'s check or money order, payable to "Secretary of State."		

1. (a) **CORPORATE NAME:** Constrafiters, Inc.

92124227

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) **ASSUMED CORPORATE NAME:** _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois Form BCA 4.15 is attached.)

2. (a) **State or Country of Incorporation:** Ohio

(b) **Date of Incorporation:** December 10, 1991

(c) **Period of Duration:** Perpetual

3. (a) **Address of the principal office, wherever located:** 3650 Governor's Hill Dr.

Cincinnati, Ohio 45249

(b) **Address of principal office in Illinois:** None

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 COOK COUNTY RECORDER

4. **Name and address of the registered agent and registered office in Illinois.** 92124227

Registered Agent C T CORPORATION SYSTEM

First Name	Middle Name	Last Name

Registered Office c/o C T CORPORATION SYSTEM, 208 S. La Salle Street

Number	Street	Suite #
Chicago	60604	Cook
City	Zip Code	County

5. **States and countries in which it is admitted or qualified to transact business:** Concurrently qualifying in 43 additional states

6. **Names and residential addresses of officers and directors:**

Name	No. & Street	City	State	Zip
President	(See Attached Rider)			
Secretary				
Director				
Director				
Director				

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7. Purpose or purposes proposed to be pursued in transacting business in this state.

(If not sufficient space to cover this point, add one or more sheets of this size.)

To operate a retail optical business.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	- -	Without par value	500	500

9. Paid-in Capital: \$ 1,000.

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 222,000,000.
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 14,590,000.
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 546,700,000.
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 49,713,000.

11. Interrogatories:

9650 Governor's Hill Dr.
Cincinnati, Ohio 45249

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: Cincinnati, Ohio 45249
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois: 500
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois.

RECORDING DESK
BOX 170

12. This application is accompanied by a copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Dated January 25, 19 92

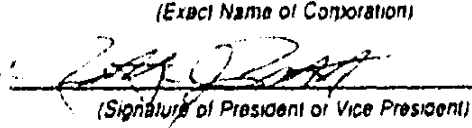
LensCrafters, Inc.

(Exact Name of Corporation)

attested by


(Signature of Secretary or Assistant Secretary)

by


(Signature of President or Vice President)

Elizabeth D. Clark, Assistant Secretary

Robert J. Petrik, Vice President

(Type or Print Name and Title)

(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

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LensCrafters, Inc.

(Ohio Domestic)

NAME:	TITLE:	ADDRESS:
James J. Crowe	President	One Eastwood Dr., Cincinnati, OH 45227
K. Brent Somers	Vice President & Director	One Eastwood Dr., Cincinnati, OH 45227
Robert J. Petrik	Vice President - Treasurer	One Eastwood Dr., Cincinnati, OH 45227
Thomas L. Buehler	Vice President - Secretary	One Eastwood Dr., Cincinnati, OH 45227
George W. Werden	Assistant Secretary	One Eastwood Dr., Cincinnati, OH 45227
Elizabeth D. Clark	Assistant Secretary	One Eastwood Dr., Cincinnati, OH 45227

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