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A F F I D A V I T

NOW COMES, WILLIAM A. YOST, III, Affiant herein, who being first duly sworn under oath, deposes and states as follows:

1. That he makes this Affidavit for purposes of correcting the name of the current title owner or record to certain commercial real estate now owned by Pearle Vision Center, Inc., a Delaware corporation, known by street address as 727 West Dundee Road, Wheeling, Illinois, and legally described as follows:

Lot One (1) in Duvan's Resubdivision of part of Lot "A" in Dunhurst Subdivision Unit 1 of part of the Southeast Quarter (1/4) of Section 3, Township 42 North, Range 11, East of the Third Principal Meridian and part of the Northeast Quarter (1/4) of Section 10, Township 42 North, Range 11 East of the Third Principal Meridian, according to Plat of said Duvan's Resubdivision registered in the Office of the Registrar of Titles of Cook County, Illinois, on July 30, 1969 as Document Number 2464291, in Cook County, Illinois.

2. That Pearle Vision Center, Inc. took title to the aforescribed real property by Trustee's Deed dated April 13, 1982 showing the Grantor as Pioneer Bank & Trust Company, as Trustee under Trust Agreement dated the 23rd day of May, 1968 and known as Trust No. 16422 and incorrectly naming, as Grantee therein, Pearle Vision Centers, Inc., with Trustee's Deed, on information and belief of Affiant appears to have been registered with the Registrar of Titles of Cook County, Illinois on August 5, 1982 as Document No. 3269556. A true and correct copy of the file-stamped Trustee's Deed is attached to this Affidavit and made a part hereof.

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3. That the Grantor in said Trustee's Deed in 2, through mistake or inadvertence incorrectly showed the name of the Grantee as "Pearle Vision Centers, Inc.", but that, at the time of delivery and registration of such date, and at all times thereafter, the correct name of said Grantee was and is "Pearle Vision Center, Inc."

4. That at the time of delivery and registration of said Trustee's Deed the Grantee, Pearle Vision Center, Inc. was a Texas corporation, authorized to do business and doing business in the State of Illinois, as an Illinois Foreign Corporation.

5. That by virtue of a certain Certificate of Merger dated January 22, 1986, filed in the Offices of the Secretary of State of Delaware on January 24, 1986, Pearle Health Services, Inc., and Pearle Vision Center, Inc. were merged into a single corporation and that Pearle Vision Center, Inc. is named as the surviving corporation in said Certificate of Merger. A certified copy of said Certificate of Merger is attached to this Affidavit and made a part hereof.

6. That based upon all of the above and foregoing matters, the correct name of the surviving corporation in 5 is "Pearle Vision Center, Inc., a Delaware Corporation and said name is the correct name which should be registered and shown on the books, records, and upon the Certificate of Title in the Office of the Registrar of Titles of Cook County, Illinois, now or hereafter.


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7. That Affiant is the duly elected and qualified Secretary of Pearle Vision Center, Inc., and in such capacity is the custodian of all of the books and records of said Corporation and is, by virtue of his said office the proper person to make this Affidavit on behalf of said Corporation.

NOW, THEREFORE, PEARLE VISION CENTER, INC., a Delaware Corporation and its successors shall, at all times, indemnify and save harmless the Registrar of Titles of Cook County, Illinois against all loss or damages to same arising by reason of this Affidavit and the Registry of same on the Torrens Certificate of Title in the office of said Registrar Numbered 1378299 in relation to the premises described therein and all costs, charges, damages and expenses and all claims and damages of every kind or nature and actions, costs of actions, suits and controversies, whether groundless or otherwise arising therefrom.

Further Affiant Sayeth Naught.



William A. Yost, III, Secretary
Pearle Vision Center, Inc., a
Delaware Corporation

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CERTIFIED RESOLUTIONS
OF
PEARLE VISION CENTER, INC.

I, WILLIAM A. YOST, III, HEREBY CERTIFY that I am Secretary of Pearle Vision Center, Inc., a Delaware corporation, and as such Secretary have custody of the books and records of said corporation; that the following is a true, full and correct copy of resolutions duly adopted by the Board of Directors of said corporation on the 26th day of November, 1986; that said resolutions do not in any respect conflict with or contravene the By-Laws of said corporation; and that said resolutions have not in anywise been altered, amended or repealed and are now in full force and effect:


RESOLVED, that the President or Vice President and the Secretary or Assistant Secretary are hereby given and granted all power and authority to enter into or execute, on behalf of the Corporation, contracts for the sale of all real estate owned by the Corporation, to enter into leases, subleases, assignments of rents or any similar or related transaction regarding any such real estate, or interest therein owned by the Corporation and said officers may sell, convey, or otherwise transfer or assign any such real estate as they shall, in their discretion determine.

Said officers of the Corporation are hereby authorized and empowered to take any and all other and further action in respect to the above and foregoing matters as shall be necessary and desirable to convey out the full force and effect of this resolution.

FURTHER RESOLVED, that the aforesaid officers be, and they hereby are authorized and directed to execute such Warranty Deeds of conveyance and all other and related documents and instruments as shall be necessary or required to effect the sale of certain commercial real estate now operated as a Pearle Vision Center owned by the Corporation and located at 727 West Dundee Road, Wheeling, Illinois.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the corporation on this the 26th day of November, 1986.

(Corporate Seal)



WILLIAM A. YOST, III
Secretary

RB
DB

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WARRANTY DEED

Statutory (ILLINOIS)

3577859

(Corporation to Individual)

(The Above Space For Recorder's Use Only)

1433148 708515

THE GRANTOR

PEARLE VISION CENTER, INC.

Delaware

a corporation created and existing under and by virtue of the laws of the State of Delaware and duly authorized to transact business in the State of Illinois for and in consideration of the sum of Ten and no/100ths (\$10.00) DOLLARS.

in hand paid, and pursuant to authority given by the Board of Directors of said corporation CONVEYS and WARRANTS unto Kenneth Portnoy and Bonnie BC Portnoy, husband and wife as Joint Tenants and not as Tenants in Common of the 1st of December in the County of Cook and State of Illinois the following described Real Estate situated in the County of Illinois in the State of Illinois, to wit:

LOT ONE (1)

In Duvan's Resubdivision of part of Lot "A" in Dunhurst Subdivision Unit 1 of part of the Southeast Quarter (1) of Section 3, Township 42 North, Range 11, East of the Third Principal Meridian and part of the Northeast Quarter (1) of Section 10, Township 42 North, Range 11 East of the Third Principal Meridian, according to Plat of said Duvan's Resubdivision registered in the Office of the Registrar of Titles of Cook County, Illinois, on July 30, 1969, as Document Number 2464291. Commonly known as 727 W. Dundee

None affr Res. 077d

STATE OF ILLINOIS
REAL ESTATE TAX
REVENUE

Cook County REAL ESTATE TRANSFER TAX

0.303-400-035/100



155.00

Witness Whereof, said Grantor has caused its corporate seal to be hereunto affixed, and has caused its name to be signed to these presents by its Vice President, and attested by its Secretary, this 26th day of November, 1986.

PEARLE VISION CENTER, INC. Delaware corporation

BY [Signature] Vice President
ATTEST [Signature] SECRETARY

State of Illinois, County of Cook Dallas ss. I, the undersigned, a Notary Public, in and for the County and State aforesaid, DO HEREBY CERTIFY that William T. Clark Vice President of the PEARLE VISION CENTER, INC., a Delaware corporation

and William A. Yost III, personally known to me to be the Secretary of said corporation, and personally known to me to be the same persons whose names are subscribed to the foregoing instrument, appeared before me this day in person and severally acknowledged that as such Vice President and Secretary, they signed and delivered the said instrument as Vice President and Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority, given by the Board of Directors of said corporation as their free and voluntary act, and as the free and voluntary act and deed of said corporation, for the uses and purposes therein set forth.

Given under my hand and official seal, this 26th day of November 1986

Commission expires October 27 1990

[Signature] L. Ann Shelton NOTARY PUBLIC

Richard Karr
IRVING FABER & ASSOC., LTD.
135 S. LaSalle St. #1625
Chicago, IL 60603

ADDRESS OF PROPERTY:
727 W. Dundee Road
Wheeling, IL 60090
Kenneth Portnoy
727 W. Dundee Road
Wheeling, Illinois 60090

AFFIX "RIDERS" OR REVENUE STAMPS HERE

THIS INSTRUMENT PREPARED BY:

Ben A. Goodin, BRYDGES, RISEBOROUGH, MORRIS, FRANK & MILLER
150 N. Michigan Avenue - Suite 2800, Chicago, IL 60601
(312) 782-5042

6591455

DOCUMENT NUMBER

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WARRANTY DEED
Corporation to Individual

TO

GEORGE E. COLE
SOMS

Property of Cook County Clerk's Office

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1378277
IN DUPLICATE

ASS
[Handwritten signature]

CHICAGO
[Handwritten signature]