

Filing Fee \$30.00

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**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**CUMBERLAND FAMILY EYE CARE, LTD.**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is Cumberland Family Eye Care, Ltd.

SECOND: The shareholders of the corporation on January 6, 1993, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

FIFTH of the Articles of Incorporation will be amended as follows:

Transfer or sale of stock of any stockholder who shall become ineligible or who desires to sell his shares of common stock shall be governed by Article 5 of the Stock Purchase Agreement executed by the shareholders of even date.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 100 ; and the number of shares entitled to vote thereon was 100

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (if inapplicable, insert "none")

| <u>Class</u> | <u>Number of Shares</u> |
|--------------|-------------------------|
| None         |                         |

FIFTH: The number of shares voted for such amendment was 100 ; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (if inapplicable, insert "none")

| <u>Class</u> | <u>Number of Shares Voted</u> |                |
|--------------|-------------------------------|----------------|
|              | <u>For</u>                    | <u>Against</u> |
| None         |                               |                |

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

No change

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

No change

Dated January 6 , 19 92

CUMBERLAND FAMILY EYE CARE LTD.

By

Its

President

and

Its

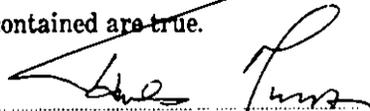
Secretary

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

} Sc.

At Pawtucket in said county on this 6th day of  
January, 19 93, personally appeared before me Steven W.  
Santos, who, being by me first duly sworn, declared that he is the  
Secretary of CUMBERLAND FAMILY EYE CARE, LTD.

that he signed the foregoing document as Secretary of the  
corporation, and that the statements therein contained are true.

  
Notary Public

(NOTARIAL SEAL)

RECEIVED  
SECRETARY OF STATE  
CORRESPONDENCE

JAN 6 11 35 AM '93 *92079*  
*92037*

Rec'd & Filed JAN 6 1993