

150.00
Filing fee: ~~\$20.00~~
License fee: \$15.00 minimum
(Section 7-1.1-124)

Corporate ID 69343

**APPLICATION FOR
CERTIFICATE OF AUTHORITY
OF**

Sherborn Optical, Inc.

To the Secretary of State
of the State of Rhode Island

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

FIRST: The name of the corporation is Sherborn Optical, Inc.

SECOND: The name which it elects to use in Rhode Island is Sherborn Optical, Inc.

(If the name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island;)

THIRD: It is incorporated under the laws of Massachusetts

FOURTH: The date of its incorporation is 4-30-92 and the period of its duration is Perpetual

FIFTH: The address of its principal office in the state or country under the laws of which it is incorporated is 233 Fortune Boulevard, Milford, MA 01757

SIXTH: The address of its proposed registered office in Rhode Island is Suite 900, 170 Westminster St., Providence, RI and the name of its proposed registered agent in Rhode Island at that address is The Prentice-Hall Corporation System, Inc.

SEVENTH: The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are

To operate leased and licensed departments selling eyeglass frames, prescription eyewear and related products.

EIGHTH: The names and respective addresses of its directors and officers are:

<u>Name</u>	<u>Office</u>	<u>Address</u>
George Granoff	Director	10 Dexter Road, Sherborn, MA
Elliott Weinstock	Director	53 Brush Hill Road, Sherborn, MA
	Director	
George Granoff	President	10 Dexter Road, Sherborn, MA
	Vice President	
Donald H. Siegel	Secretary	122 Nehoiden Road, Waban, MA
George Granoff	Treasurer	10 Dexter Road, Sherborn, MA

NINTH: The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
200,000	Common	N/A	No Par Value

TENTH: The aggregate number of its issued shares, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value per Share or Statement that Shares are without Par Value</u>
2,000	Common	N/A	No Par Value

ELEVENTH: An estimate of the value of all property to be owned by it for the following year, wherever located, is \$ ~~15,000~~ 150,000

TWELFTH: An estimate of the value of its property to be located within Rhode Island during such year is \$ 15,000

THIRTEENTH: An estimate of the gross amount of business to be transacted by it during such year is \$ ~~200,000~~ 2,000,000.

FOURTEENTH: An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during such year is \$ 200,000.

FIFTEENTH: This Application is accompanied by a copy of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated AUGUST 10, 1992

Sherborn Optical, Inc.
[Exact Corporate Name of Corporation Making Application]

By George Granoff President
Its President
and [Signature]
Its Secretary

STATE OF MASSACHUSETTS
COUNTY OF SUFFOLK } Sc.

At BOSTON in said County on the 10TH day
of AUGUST 1992, before me personally appeared GEORGE
GRANOFF, who being by me first duly sworn, declared that
he is the PRESIDENT of SHERBORN OPTICAL, INC.,
that he signed the foregoing document as such PRESIDENT of the
corporation, and that the statements therein contained are true.

[Signature]
Notary Public

(NOTARIAL SEAL)

JOHN D. SHEA, Notary Public
My Commission Expires October 22, 1993

Aug 21 11 58 AM '92

679
CP 2505
Rec'd & Filed AUG 21 1992

D

The Commonwealth of Massachusetts

OFFICE OF THE MASSACHUSETTS SECRETARY OF STATE
MICHAEL JOSEPH CONNOLLY, Secretary
ONE ASHBURTON PLACE, BOSTON, MASSACHUSETTS 02108

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

ARTICLE I

The name of the corporation is:

Sherborn Optical, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To operate leased and licensed departments selling eyeglass frames, prescription eyewear and related products and services; and

To engage in any other business or activity permitted to a corporation organized under Chapter 156B of the Massachusetts General Laws.

32-121058

C
P
M
R.A.

5
P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on separate 8 1/2 x 11 sheets of paper leaving a left hand margin of at least 1 inch. Additions to more than one article may be continued on a single sheet so long as each article requiring each such addition is clearly indicated.

[Signature]
Examiner
[Signature]
[Signature]
Name
Approved

ARTICLE III

The type and classes of stock and the total number of shares and par value, if any, of each type and class of stock which the corporation is authorized to issue is as follows:

WITHOUT PAR VALUE STOCKS

TYPE	NUMBER OF SHARES
COMMON:	200,000
PREFERRED:	N/A

WITH PAR VALUE STOCKS

TYPE	NUMBER OF SHARES	PAR VALUE
COMMON:		
PREFERRED:		

ARTICLE IV

If more than one type, class or series is authorized, a description of each with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each type and class thereof and any series now established.

None.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

None.

ARTICLE VI

Other lawful provisions, if any, for the conduct and regulation of business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders: (If there are no provisions state "None".)

See Continuation Sheet 6A attached

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

SHERBORN OPTICAL, INC.

ARTICLES OF ORGANIZATION
Continuation Sheet 6A

The Board of Directors of the Corporation may make, amend, or repeal the By-Laws of the Corporation, in whole or in part, except with respect to any provision thereof which, by law, the Articles of Organization, or the By-Laws, require action exclusively by the Stockholders entitled to vote thereon; but any By-Law adopted by the Board of Directors may be amended or repealed by the Stockholders.

All meetings of Stockholders of the Corporation may be held within the Commonwealth of Massachusetts or elsewhere within the United States. The place of such meetings shall be fixed in, or determined in the manner provided in, the By-Laws.

The Corporation may be a partner, general or limited, in any business enterprise which it would have the power to conduct by itself.

A Director of this Corporation shall not be personally liable to the Corporation or its Stockholders for monetary damages for breach of fiduciary duty as a Director, notwithstanding any provision of law imposing such liability, except for liability (i) for any breach of the Director's duty of loyalty to the Corporation or Stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under §61 or §62 of Chapter 156B of the Massachusetts General Laws, or (iv) for any transaction from which the Director derived an improper personal benefit.

Any repeal or modification of the foregoing paragraph by the Stockholders of the Corporation shall not adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

The information contained in ARTICLE VIII is NOT a PERMANENT part of the Articles of Organization and may be changed ONLY by filing the appropriate form provided therefor.

ARTICLE VIII

- a. The street address of the corporation IN MASSACHUSETTS is: (post office boxes are not acceptable) 233 Fortune Boulevard
Milford, MA 01757
- b. The name, residence and post office address (if different) of the directors and officers of the corporation are as follows:

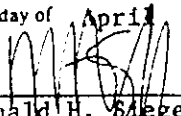
	NAME	RESIDENCE	POST OFFICE ADDRESS
President: and CEO	George Granoff	10 Dexter Road, Sherborn, MA	
Treasurer:	George Granoff	10 Dexter Road, Sherborn, MA	
Clerk:	Donald H. Siegel	122 Nehoiden Road, Waban, MA	02168
Directors:	George Granoff	10 Dexter Road, Sherborn, MA	
	Elliott Weinstock	53 Brush Hill Road, Sherborn, MA	

- c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of:
December
- d. The name and BUSINESS address of the RESIDENT AGENT of the corporation, if any, is:
None

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF and under the pains and penalties of perjury, I/WE, whose signature(s) appear below as incorporator(s) and whose names and business or residential address(es) ARE CLEARLY TYPED OR PRINTED beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 30th day of April 1992



Donald H. Siegel, Esquire
Pcsternak, Blankstein & Lund

100 Charles River Plaza
Boston, MA 02114

NOTE: If an already-existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

2794

397152

RECEIVED
1992 APR 30 PM 3:45

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of these articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 200—having been paid, said articles are deemed to have been filed with me this

30TH 1992

APRIL

Effective date: *Michael Joseph Connolly*
MICHAEL JOSEPH CONNOLLY
Secretary of State

FILING FEE: 1/10 of 1% of the total amount of the authorized capital stock, but not less than \$200.00. For the purpose of filing, shares of stock with a par value less than one dollar or no par stock shall be deemed to have a par value of one dollar per share.

A TRUE COPY ATTEST
Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
SECRETARY OF STATE
DATE 7:31 AM CLERK *Wick*

PHOTOCOPY OF ARTICLES OF ORGANIZATION TO BE SENT

Donald H. Siegel, Esquire
Posternak, Blankstein & Lund
100 Charles River Plaza
Boston, MA 02114

Telephone: (617) 367-9595