

**STATEMENT OF
CANCELLATION OF REACQUIRED SHARES
OF
EYE CARE ASSOCIATES, INC.**

**TO THE JUDGE OF PROBATE
SHELBY COUNTY, ALABAMA:**

Pursuant to the provisions of Section 10-2B-6.32 of the Code of Alabama, the undersigned **EYE CARE ASSOCIATES, INC.** (the "Corporation") submits the following statement of cancellation by redemption or purchase of redeemable shares of the Corporation:

FIRST: The name of the Corporation is **EYE CARE ASSOCIATES, INC.**

SECOND: The number of previously reacquired shares (i.e., treasury) of the Corporation cancelled by resolution duly adopted by the Board of Directors on the 19th day of December, 1996, is two hundred (200), itemized as follows:

| <u>Class</u> | <u>Series</u> | <u>Number of Shares</u> |
|---------------|---------------|-------------------------|
| Common Voting | n/a | 200 |

THIRD: The aggregate number of issued shares of the Corporation after giving effect to such cancellation is one thousand (1000), itemized as follows:

| <u>Class</u> | <u>Series</u> | <u>Number of Shares</u> |
|---------------|---------------|-------------------------|
| Common Voting | n/a | 1000 |

FOURTH: The number of shares which the Corporation has authority to issue after giving effect to such cancellation is 10,000, itemized as follows:

| <u>Class</u> | <u>Series</u> | <u>Number of Shares</u> |
|---------------|---------------|-------------------------|
| Common Voting | n/a | 10,000 |

Dated December 19 1996.

EYE CARE ASSOCIATES, INC.

By: Charles K. R...

Its President

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SHELBY COUNTY JUDGE OF PROBATE
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