

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
EYE CARE ASSOCIATES, INC.**

Pursuant to the provisions of Section 10-2B-10.06 of the *Code of Alabama*, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

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

SECOND: The following amendments to the Articles of Incorporation were adopted by the shareholders of the Corporation on December 19, 1996 in the manner prescribed by the Alabama Business Corporation Act.

1. Article II of the Articles is hereby amended by deleting the following: "one (1)" and replacing same with the following: "eight (8)".
2. Article II is hereby further amended by adding the following paragraph at the end of the existing Article II:

"If there are nine (9) or more directors, the terms of office of such directors may be staggered by dividing the total number of directors into two or three groups, with each group containing one-half or one-third of the total, as near as possible. The terms of the directors in the first group shall expire at the first annual shareholders' meeting after their election, the terms of the second group shall expire at the second annual shareholders' meeting after their election, and the terms of the third group, if any, shall expire at the third annual meeting after their election. At each such annual shareholders' meeting held thereafter, directors shall be chosen for a term of two years or three years, as the case may be, to succeed those whose terms expire."

3. Article VI is hereby amended by deleting said Article VI in its entirety and substituting the following new Article VI in lieu thereof:

"ARTICLE VI

(a) The aggregate number of shares which the Corporation shall have the authority to issue is three million (3,000,000) shares. Such shares shall be divided into the following designated classes consisting of the following number of shares in each class.

12/19/1996-41780
01:20 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 15.00

Inst # 1996-41780

- (1) 2,000,000 shares of Class A Voting Common Stock, par value \$.01 per share; and
(2) 1,000,000 shares of Class B Non-Voting Common Stock, par value \$.01 per share.

(b) The preference, limitations, and relative rights of each class of stock shall be identical, except at all elections of directors of the Corporation and in respect of all other matters as to which the vote or the consent of the shareholders shall be required to be taken, only the holders of Class A Voting Common Stock shall be entitled to vote.

(c) No holder of shares of any class of the capital stock of the Corporation shall have preemptive rights and the Corporation shall have the right to issue and to sell to any person or persons any shares of its capital stock or any option rights or any securities having conversion or option rights, without first offering such shares, rights, or securities to any holders of shares of any class of capital stock of the Corporation."

THIRD: Pursuant to a Plan of Recapitalization of Eye Care Associates, Inc. dated simultaneously herewith, the current 1000 shares of the common stock of the Corporation shall be reissued to the respective holders of said shares on the basis of 510,000 shares of Class A Voting Common Stock in exchange for such 1000 shares of common stock.

FOURTH: This amendment was approved by the Shareholders. The number of shares of the Corporation outstanding at the time of such adoption was 1000 and the number of shares entitled to vote thereon was 1000.

FIFTH: The number of shares voted for such amendment was 1000 and the number of shares voted against such amendment was 0.

DATED: December 19, 1996.

EYE CARE ASSOCIATES, INC

By: 

Its President

Inst # 1996-41780

K:\CORP\EYECARE\MERGER\DOC\ARTICLES.AMD

2
12/19/1996-41780
01:20 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
002 MCD 15.00