

**SECOND 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 Second 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 4/28, 1999, effective April 30, 1999, in the manner prescribed by the Alabama Business Corporation Act.

1. 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 six million (6,000,000) shares. Such shares shall be divided into the following designated classes consisting of the following number of shares in each class.

- (1) 3,000,000 shares of Class A Voting Common Stock, par value \$.01 per share; and
- (2) 3,000,000 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.

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(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: This Amendment was approved by the Shareholders. The number of shares of the Corporation outstanding at the time of such adoption was 1,135,000 and the number of shares entitled to vote thereon was 1,135,000.

FOURTH: The number of shares voted for such amendment was 1,135,000 and the number of shares voted against such amendment was 0.

DATED: 4/28, 1999.

EYE CARE ASSOCIATES, INC.

By: 
Its: President