

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
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<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Sterling Vision, Inc.		04/17/2000	CORPORATION:
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Emerging Vision, Inc.		
<b>Street Address:</b>	100 Quentin Roosevelt Boulevard		
<b>City:</b>	Garden City		
<b>State/Country:</b>	NEW YORK		
<b>Postal Code:</b>	15530		
<b>Entity Type:</b>	CORPORATION:		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
Registration Number:	2251660	SAFESITE	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(212)759-9133		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	212-751-5700		
<b>Email:</b>	nycipd@bakernet.com		
<b>Correspondent Name:</b>	Baker & McKenzie, LLP		
<b>Address Line 1:</b>	805 Third Avenue		
<b>Address Line 2:</b>	29th Floor		
<b>Address Line 4:</b>	New York, NEW YORK 10022		
<b>NAME OF SUBMITTER:</b>	James David Jacobs		
<b>Signature:</b>	/james david jacobs/		
<b>Date:</b>	06/08/2005		

**CH \$40.00 2251660**

Total Attachments: 4

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**CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION  
OF STERLING VISION, INC.**

**Under Section 805 of the Business Corporation Law  
of the State of New York**

**FIRST:** The name of the corporation is Sterling Vision, Inc. (the "Company"), and the Company was formed under the name Sterling Acquisition, Inc.

**SECOND:** The Certificate of Incorporation of the Company was filed with the Department of State of the State of New York on January 15, 1992 under the original name of Sterling Acquisition, Inc., which Certificate of Incorporation was restated, in its entirety, on December 20, 1995.

**THIRD:** The Certificate of Incorporation of the Company, as amended (the "Amended and Restated Certificate of Incorporation"), is hereby further amended to change the name of the Company to Emerging Vision, Inc.; and Article 1 of the Certificate of Incorporation of the Company is hereby restated, in its entirety, to read as follows:

"FIRST: That the name of the corporation is Emerging Vision, Inc. (the "Company") and that the Company was formed under the name Sterling Acquisition, Inc., which was subsequently changed to Sterling Vision, Inc."

**FOURTH:** The Certificate of Incorporation of the Company is hereby further amended to increase the authorized number of shares of the Company's Common Stock, par value \$.01 per share, from 28,000,000 shares to 50,000,000 shares; and the first paragraph of Article 4 of the Certificate of Incorporation of the Company is hereby restated, in its entirety, to read as follows:

"FOURTH: The Company is authorized to issue two classes of shares of capital stock, to be designated, respectively, as Preferred Stock and Common Stock. The total number of shares of capital stock that the Company is authorized to issue is 55,000,000. The total number of shares of Common Stock which the Company shall have the authority to issue is 50,000,000 shares, par value \$.01 per share. The total number of shares of Preferred Stock which the Company shall have the authority to issue is 5,000,000 shares, par value \$.01 per share."

**FIFTH:** The foregoing amendments to the Company's Certificate of Incorporation were authorized by: (i) the Unanimous Written Consent of the Board of Directors

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of the Company, dated February 3, 2000; (ii) all of the Directors of the Company at a Meeting of the Company's Board of Directors duly called and held on March 30, 2000; in each case followed by (iii) the affirmative vote of the holders of a majority of the votes entitled to be cast hereon by the holders of the outstanding shares of the Company's capital stock at a Special Meeting of Shareholders duly called and held on April 17, 2000.

IN WITNESS WHEREOF, the undersigned, President and Secretary of the Company, have each executed this Amendment of the Company's Certificate of Incorporation as of April 17, 2000, and each hereby affirms, under the penalties of perjury, that the statements contained herein are true.

  
Alan Cohen, President

  
Joseph Silver, Secretary

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CERTIFICATE OF AMENDMENT OF THE  
CERTIFICATE OF INCORPORATION

OF

STERLING VISION, INC.

UNDER SECTION 805 OF THE BUSINESS CORPORATION LAW OF THE STATE OF  
NEW YORK

FILER:

STERLING VISION, INC.  
1500 HEMPSTEAD TURNPIKE  
EAST MEADOW, NY 11554

*JW 9/10*

1-CC  
STATE OF NEW YORK  
DEPARTMENT OF STATE

FILED APR 17 2000

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**State of New York }  
Department of State } ss:**

*I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on* **APR 19 2000**



*Special Deputy Secretary of State*

DO3-1286 (5/96)