

TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	06/14/1996

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
American Vision Centers, Inc.		06/14/1996	CORPORATION: NEW YORK

RECEIVING PARTY DATA

Name:	American Vision Centers, Inc.
Street Address:	90 John Street
City:	New York
State/Country:	NEW YORK
Postal Code:	10038
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Registration Number:	1365005	EYESFIRST

CORRESPONDENCE DATA

Fax Number: (410)280-6758
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Phone: 410-280-6608
 Email: llaubscher@laubscherlaw.com
 Correspondent Name: Lawrence E. Laubscher, Jr.
 Address Line 1: 1160 Spa Road, Suite 2B
 Address Line 4: Annapolis, MARYLAND 21403

ATTORNEY DOCKET NUMBER:	24101
NAME OF SUBMITTER:	Karen P. Severson
Signature:	/kps/

OP \$40.00 1365005

Date:

07/14/2006

Total Attachments: 6

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AMVIS, INC.

Written Consent
of All Directors
As of June 14, 1996

In conformity with Section 141(f) of the General Corporation Law of the State of Delaware and the By-laws of AMVIS, INC., a Delaware corporation (the "Corporation"), the undersigned, being all the directors of the Corporation, do hereby consent to and adopt the following resolutions and take the following actions with the same force and effect as if such resolutions had been duly adopted and such actions duly taken at a meeting of the Board of Directors of the Corporation (the "Board of Directors") duly called and convened for such purposes on June 14, 1996, with a quorum present and acting throughout:

The Merger

WHEREAS the Corporation lawfully owns at least ninety percent (90%) of the outstanding stock of American Vision Centers, Inc., a corporation incorporated under the laws of the State of New York (the "Subsidiary"); and

WHEREAS the Corporation desires to merge into itself the Subsidiary and to be possessed of all the estate, property, rights, privileges and franchises of said corporation.

RESOLVED, that the Corporation merge into itself, and it does hereby merge into itself, the Subsidiary and assumes all of its liabilities and obligations pursuant to the Plan of Merger dated as of June 14, 1996, by AMVIS, Inc. with respect to American Vision Centers, Inc., attached hereto as Annex A ("Plan of Merger").

Plan of Merger, Notice of Merger and Letter of Transmittal

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to send to each holder (other than the Corporation) of shares of capital stock of the

Subsidiary copies of the Plan of Merger, the Notice of Merger and Right of Dissent in connection with the Merger attached hereto as Annex B, and the Letter of Transmittal attached hereto as Annex C.

Certificate of Merger

RESOLVED, that the President and Secretary of the Corporation be, and they hereby are, directed to make and execute, a certificate of merger (the "Certificate of Merger") and to file the Certificate of Merger and any other required documents in the Dissolution Unit of the New York State Tax Department, to cause the Certificate of Merger to be filed by the Department of State of the State of New York, and to file a certified copy of the Certificate of Merger in the office of the clerk of each county in which any office of the Subsidiary is located and in the office of the official who is the recording officer of each county in the State of New York in which any real property of the Subsidiary is situated.

Certificate of Ownership and Merger

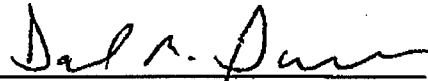
RESOLVED, that the President or a Vice-President and the Secretary or Treasurer of the Corporation be, and they hereby are, directed to make and execute, under the corporate seal of the Corporation, a certificate of ownership setting forth a copy of these resolutions to merge the Subsidiary with and into the Corporation and assume its liabilities and obligations and the date of adoption thereof (the "Certificate of Ownership and Merger"), and to file the Certificate of Ownership and Merger in the office of the Secretary of State of the State of Delaware and a certified copy thereof in the office of the Recorder of Deeds of Kent County.

General

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized and directed to do all acts and things whatsoever, whether within or without the State of Delaware, which may be in anywise necessary or proper to effect said merger.

RESOLVED, that any and all actions heretofore taken by any director, officer, agent or representative of the Corporation in connection with the transactions described in, or contemplated by, the preceding resolutions be, and they hereby are, ratified, approved and confirmed in all respects as the acts and deeds of the Corporation.

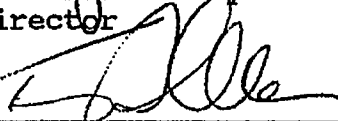
WITNESS the due execution hereof.



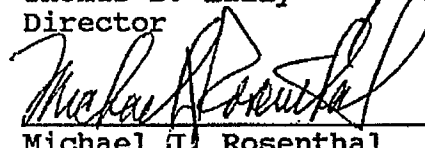
Daniel M. Duffy
Director



Jonathan S. Hayes
Director



Thomas B. Lally
Director



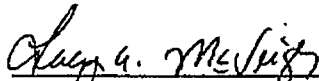
Michael J. Rosenthal
Director

Annex A: Plan of Merger

Annex B: Notice of Merger and Right of Dissent
in Connection with the Merger

Annex C: Letter of Transmittal

The foregoing Written Consent has been signed by all the directors and filed with the minutes of proceedings of the Board of Directors of the Corporation.



Tracy A. McVeigh
Secretary

PLAN OF MERGER

Plan of Merger, dated as of June 14, 1996, by AMVIS, INC., a Delaware corporation (the "Surviving Corporation"), with respect to American Vision Centers, Inc., a New York corporation (the "Subsidiary"), pursuant to Section 253 of the General Corporation Law of the State of Delaware, as amended (the "DGCL"), and Sections 905 and 907 of the Business Corporation Law of the State of New York, as amended (the "NYBCL").

WITNESSETH:

WHEREAS, the issued and outstanding capital stock of the Subsidiary consists of 200,000 shares of Class A Common Stock, par value \$.01 per share (the "Shares"); and

WHEREAS, the Surviving Corporation owns 199,116 Shares, which is more than 90% of the outstanding shares of all classes of the capital stock of the Subsidiary; and

WHEREAS, the Board of Directors of the Surviving Corporation deems the merger of the Subsidiary with and into the Surviving Corporation advisable and in the best interest of the Surviving Corporation and its stockholders.

NOW, THEREFORE, the Surviving Corporation states as follows:

ARTICLE I

1.01. *Merger of the Subsidiary with and into the Surviving Corporation.* Upon the terms set forth herein, the Subsidiary shall be merged (the "Merger") with and into the Surviving Corporation upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL and of a Certificate of Merger by the Department of State of the State of New York in accordance with Section 907 of the NYBCL (the time of the later of such filings being referred to herein as the "Effective Time").

1.02. *Effect of the Merger.* The Surviving Corporation shall be the surviving corporation in the Merger and, upon consummation of the Merger, the separate existence of the Subsidiary shall cease. The Merger shall have the effects set forth in Section 259 of the DGCL and Section 906 of the NYBCL.

ARTICLE II

2.01. *Certificate of Incorporation and By-Laws.* From and after the Effective Time, the certificate of incorporation and by-laws of the Surviving Corporation shall continue in full force and effect and shall remain unchanged until amended or changed as provided therein and as provided by law, except that the Surviving Corporation shall be called "American Vision Centers, Inc."

2.02. *Board of Directors.* The members of the Board of Directors and the officers of the Surviving Corporation from and after the Effective Time shall be those persons who were the members of the Board of Directors and the officers, respectively, of the Subsidiary immediately prior to the Effective Time, and such persons shall serve in their respective offices as provided in the by-laws of the Surviving Corporation.

ARTICLE III

3.01. *Conversion of Shares.* At the Effective Time:

(a) Each Share outstanding immediately prior to the Effective Time (other than Shares held or owned by the Subsidiary, the Surviving Corporation or any of their subsidiaries or by shareholders of the Subsidiary who object to the Merger and perfect their statutory dissenters' rights) shall be canceled and retired and converted into the right solely to receive \$75.00 per Share in cash, without interest, and the certificate for such Share shall be surrendered and canceled.

(b) All the issued and outstanding shares of capital stock of the Surviving Corporation shall remain unchanged in the hands of the holders thereof as issued and outstanding shares of capital stock of the Surviving Corporation.

(c) All Shares held or owned by the Subsidiary, the Surviving Corporation or any of their subsidiaries shall be canceled and retired, no cash or other consideration shall be paid or delivered therefor and the certificates for such Shares shall be surrendered and canceled.

3.02. *Dissenters' Rights.* Shares held by shareholders who become entitled to the payment of the fair value of their Shares pursuant to Section 623 of the NYBCL shall not be converted in the Merger in accordance with Section 3.01(a), but instead such shareholders shall be entitled to receive payment for such Shares in accordance with the provisions of such Section 623, except that each Share held by a shareholder who shall forfeit, lose or waive his right to payment as provided in such Section 623 shall be deemed, as of the Effective Time, to have become converted into the right to receive the amount that such shareholder otherwise would have been entitled to receive as a result of the Merger, subject to the provisions of such Section 623.

3.03. *Exchange of and Payment for Shares.*

(a) Not later than promptly after the Effective Time, the Surviving Corporation shall send to each holder (other than the Surviving Corporation or any of its subsidiaries) of certificates formerly representing Shares an appropriate letter of transmittal for purposes of surrendering such holder's certificates for such Shares for exchange pursuant hereto.

(b) As soon as practicable after the Effective Time and after surrender to the Surviving Corporation of any certificate which prior to the Effective Time represented Shares, subject to Section 623 of the NYBCL, the Surviving Corporation shall cause to be distributed to the person in whose name such certificate shall have been registered a check payable to such person in an amount equal to the product of \$75.00 per Share and the number of Shares formerly represented by such certificate, less any applicable taxes. Until surrendered as contemplated by the preceding sentence, each certificate which immediately prior to the Effective Time represented any Shares shall be deemed at and after the Effective Time to represent only the right to receive upon such surrender the payment contemplated by the preceding sentence, except as otherwise provided in Sections 3.01 and 3.02. Notwithstanding the foregoing, neither the Surviving Corporation nor the Subsidiary shall be liable to any former holder of Shares for any cash delivered to a public official pursuant to applicable escheat or abandoned property laws.

(c) All rights, including any right to receive cash, securities or other property, with respect to the Shares shall be deemed to have been satisfied in full by payment of the \$75.00 cash payment per Share.

(d) After the Effective Time, there shall be no further registration of transfers on the stock transfer books of the Subsidiary of the Shares which were outstanding immediately prior to the Effective Time. If, after the Effective Time, certificates representing Shares are presented to the Surviving Corporation, they shall be canceled and exchanged for cash as provided in this Article III, subject to the provisions of Section 623 of the NYBCL.

ARTICLE IV

4.01. *Rights of the Surviving Corporation.* At the Effective Time, all the property, real and personal, rights, privileges, immunities, powers, purposes, franchises, patents, licenses, trademarks, registrations and causes of action and every other asset of the Subsidiary shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed and every interest of the Surviving Corporation and the Subsidiary shall be as effectively the property of the Surviving Corporation as they were of the Surviving Corporation and the Subsidiary, respectively.

4.02. *Liabilities of the Surviving Corporation.* At the Effective Time, the Surviving Corporation shall assume and be liable for all the liabilities, obligations and penalties of the Subsidiary, including, without limiting the foregoing, the payments required to be made under Section 3.01(a) of this Plan of Merger or Sections 910 and 623 of the NYBCL.

4.03. *Additional Actions.* If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of the Subsidiary acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Plan of Merger, the Subsidiary and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Plan of Merger, and the officers and directors of the Surviving Corporation are fully authorized in the name of the Subsidiary or otherwise to take any and all such actions.

ARTICLE V

5.01. *Termination and Amendment.* Anything herein or elsewhere to the contrary notwithstanding, this Plan of Merger may be terminated and abandoned by the Board of Directors of the Surviving Corporation at any time prior to the Effective Time. This Plan of Merger may be amended by the Board of Directors of the Surviving Corporation at any time prior to the Effective Time.

5.02. *Service of Process on the Surviving Corporation.* The Surviving Corporation agrees that it may be served with process in the State of New York in any proceeding for enforcement of any obligation of the Subsidiary as well as for the enforcement of any obligation of the Surviving Corporation arising from the Merger, including any suit or other proceeding to enforce the right of any shareholder as determined in appraisal proceedings pursuant to the provisions of Section 623 of the NYBCL.

5.03. *Plan of Reorganization.* This Plan of Merger constitutes a Plan of Reorganization to be carried out in the manner, on the terms and subject to the conditions herein set forth.