

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

<b>SUBMISSION TYPE:</b>		NEW ASSIGNMENT	
<b>NATURE OF CONVEYANCE:</b>		ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL	
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
CVG Product Services, Inc.		03/07/2009	CORPORATION: DELAWARE
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Consolidated Vision Group, Inc.		
<b>Street Address:</b>	296 Grayson Highway		
<b>Internal Address:</b>	Attn: Legal Dept./Charles Mingle		
<b>City:</b>	Lawrenceville		
<b>State/Country:</b>	GEORGIA		
<b>Postal Code:</b>	30046-5750		
<b>Entity Type:</b>	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	2299951	1-800-TWO-PAIR	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	(770)822-2029		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
<b>Phone:</b>	770 822-3600 x2025		
<b>Email:</b>	charles.mingle@nationalvision.com		
<b>Correspondent Name:</b>	Charles R. Mingle		
<b>Address Line 1:</b>	296 Grayson Highway		
<b>Address Line 2:</b>	Attention: Legal Department		
<b>Address Line 4:</b>	Lawrenceville, GEORGIA 30046-5750		
<b>NAME OF SUBMITTER:</b>	Mitchell Goodman (by Charles Mingle)		
<b>Signature:</b>	/Mitchell Goodman/		
<b>Date:</b>	12/18/2009		

OP \$40.00 2299951

**Total Attachments: 9**

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**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
OF  
CVG PRODUCT SERVICES, INC.**

The undersigned, being all of the directors of CVG Product Services, Inc., a Delaware corporation (the "**Corporation**"), by execution hereof, do hereby: (i) unanimously consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted at a meeting of the Board of Directors duly called and held; (ii) waive notice of the date, time, place and purpose of, and any rights to receive any material otherwise required to be furnished in a notice of a meeting at which the resolutions herein approved would have been submitted to the Board of Directors of the Corporation; and (iii) direct that this written consent be filed with the minutes of the proceedings of the directors of the Corporation:

**WHEREAS**, the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation and its sole stockholder for the Corporation to merge with and into Consolidated Vision Group, Inc., a Delaware corporation ("**CVG**"), effective at 11:50 p.m. on March 7, 2009, and that CVG be the survivor in the merger and succeed to all of the assets and properties and assume all of the liabilities and obligations of the Corporation.

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Corporation merge with and into CVG and that CVG be the survivor in the merger and succeed to all of the assets and properties and assume all of the liabilities and obligations of the Corporation; and further

**RESOLVED**, that the officers of the Corporation are hereby authorized and directed to execute and deliver on behalf of the Corporation an Agreement and Plan of Merger (the "**Plan of Merger**"), by and between CVG and the Corporation, in such form as the officer executing the same shall, with the assistance of counsel, authorize and approve, such authorization and approval to be conclusively evidenced by the execution and delivery thereof in final form; and further

**RESOLVED**, that the Plan of Merger be submitted to the sole stockholder of the Corporation for its approval pursuant to the provisions of the Delaware General Corporation Act; and further

**RESOLVED**, that the officers of the Corporation are severally authorized, from time to time, on behalf of and in the name of the Corporation, to take or authorize the taking of any and all actions and to execute and deliver all agreements, instruments and other documents, and to make all payments, as may be necessary, proper or convenient in order to carry out, effectuate, consummate and perform the transactions described in the Plan of Merger, with such changes, amendments and modifications therein, if any, as the officer executing the same shall, with the assistance of counsel, authorize and approve, such authorization and approval to be conclusively evidenced by the execution and delivery of such agreements, instruments and documents in final form; and further

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

**RESOLVED**, that the secretary or any assistant secretary of the Corporation is hereby authorized to certify true copies of the foregoing resolutions and each of the agreements, instruments and other documents hereby approved, as well as any other documents and papers which may from time to time be necessary or appropriate to be delivered in connection with the transactions contemplated hereby, and to attest signatures of any officer of the Corporation executing and delivering the same; and further

This Consent may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall constitute one and the same instrument, and facsimile transmissions of the signatures provided for below may be relied upon, and shall have the same force and effect, as the originals of such signatures.

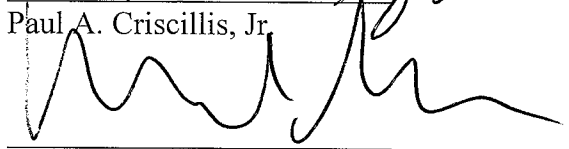
This unanimous consent has been executed by all of the members of the Board of Directors as of the date specified adjacent to each directors' name below, and shall be effective as of the date that it is executed by all directors.

**BOARD OF DIRECTORS:**

Dated: February 27, 2009

*Paul A. Criscillis, Jr.*  
Paul A. Criscillis, Jr.

Dated: February 27, 2009

  
Mitchell Goodman

**TRADEMARK**

**REEL: 004116 FRAME: 0468**

**WRITTEN CONSENT OF THE SOLE STOCKHOLDER  
OF  
CVG PRODUCT SERVICES, INC.**

The undersigned, being the sole stockholder of CVG Product Services, Inc., a Delaware corporation (the "**Corporation**"), by execution hereof, does hereby: (i) consent to and adopt the following resolutions as of the date hereof, which resolutions shall have the same force and effect as if adopted at a meeting of the stockholders duly called and held; (ii) waive notice of the date, time, place and purpose of, and any rights to receive any material otherwise required to be furnished in a notice of a meeting at which the resolutions herein approved would have been submitted to the stockholders of the Corporation; and (iii) direct that this written consent be filed with the minutes of the proceedings of the stockholders of the Corporation:

**WHEREAS**, the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation and its sole stockholder to merge the Corporation with and into Consolidated Vision Group, Inc., a Delaware corporation ("**CVG**"), effective at 11:50 p.m. on March 7, 2009.

**NOW, THEREFORE, BE IT**


**RESOLVED**, that the Corporation be merged with and into CVG and that CVG be the survivor in the merger and succeed to all of the assets and properties and assume all of the liabilities and obligations of the Corporation; and further

**RESOLVED**, that the officers and directors of the Corporation are severally authorized to take or authorize the taking of any and all actions and to execute and deliver all agreements, instruments and other documents, and to make all payments, as may be necessary, proper or convenient in order to merge the Corporation with and into CVG; and further

**RESOLVED**, that the secretary or any assistant secretary of the Corporation is hereby authorized to certify true copies of the foregoing resolutions, as well as any other documents and papers which may from time to time be necessary or appropriate to be delivered in connection with the mergers contemplated hereby, and to attest signatures of any officer of the Corporation executing and delivering the same.

This consent is executed this 27<sup>th</sup> day of February, 2009.

CONSOLIDATED VISION GROUP, INC.

By: 

Name: Mitchell Goodhue

Title: Senior Vice President

## AGREEMENT AND PLAN OF MERGER

by and between

**CVG PRODUCT SERVICES, INC.**  
(a Delaware corporation)

and

**CONSOLIDATED VISION GROUP, INC.**  
(a Delaware corporation)

THIS AGREEMENT AND PLAN OF MERGER (hereinafter referred to as the “**Agreement**”), made and entered into this 21<sup>st</sup> day of February, 2009, by and between CVG Product Services, Inc., a Delaware corporation (the “**Non-Surviving Corporation**”), and Consolidated Vision Group, Inc., a Delaware corporation (the “**Surviving Corporation**”); said entities being hereinafter referred to as the “**Constituent Corporations**”):

### W I T N E S S E T H:

WHEREAS, the Boards of Directors of the Constituent Corporations deem it advisable and for the benefit of each of said entities that the Non-Surviving Corporation merge with and into the Surviving Corporation.

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements hereinafter contained, it is hereby agreed by and between the parties hereto, subject to the approval by the sole stockholder of the Non-Surviving Corporation and pursuant to the provisions of the Delaware General Corporation Law, the Non-Surviving Corporation be merged with and into the Surviving Corporation, and thereafter the individual existence of the Non-Surviving Corporation shall cease. The terms and conditions of the merger hereby agreed upon shall be as follows:

1. The Certificate of Incorporation of the Surviving Corporation at the effective time and date of the merger shall be the Certificate of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Delaware General Corporation Law.

2. The bylaws of the Surviving Corporation at the effective time and date of the merger shall be the bylaws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Delaware General Corporation Law.

3. The directors and officers of the Surviving Corporation in office at the effective time and date of the merger shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the bylaws of the Surviving Corporation.

4. Each issued share of the Non-Surviving Corporation shall, at the effective time and date of the merger, be cancelled and retired. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued at the effective time and date of the merger shall continue to represent one issued share of the Surviving Corporation.

5. This Agreement shall be submitted to the sole stockholder of the Non-Surviving Corporation for its approval or rejection in accordance with the provisions of the Delaware General Corporation Act. Approval of the Agreement by the sole stockholder of the Surviving Corporation is not required pursuant to the Delaware General Corporation Law.

6. In the event that the Agreement shall have been approved by the sole stockholder of the Non-Surviving Corporation, the Constituent Corporations hereby stipulate that they will cause to be executed, filed and/or recorded any document or documents prescribed by the laws of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


7. The officers and directors of the Constituent Corporations are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

8. The effective date of the merger herein provided for shall be 11:50 p.m. on March 7, 2009.

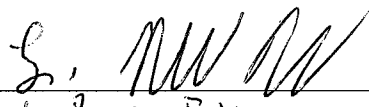


IN WITNESS WHEREOF, the Constituent Corporations have each caused this Agreement and Plan of Merger to be executed on the day and year first above written.

**CVG PRODUCT SERVICES, INC.**

By:   
Name: Mitchell Gooden  
Title: Vice President

**CONSOLIDATED VISION GROUP, INC.**

By:   
Name: L. Bruce Fols  
Title: President

**CERTIFICATE OF OWNERSHIP AND MERGER**

**OF**

**CVG PRODUCT SERVICES, INC.**  
**(a Delaware corporation)**

**INTO**

**CONSOLIDATED VISION GROUP, INC.**  
**(a Delaware corporation)**

It is hereby certified that:

1. Consolidated Vision Group, Inc. is a business corporation organized under the laws of the State of Delaware (the “**Corporation**”).

2. The Corporation is the owner of all of the outstanding shares of stock of CVG Product Services, Inc., which is also a business corporation organized under the laws of the State of Delaware.

3. On February 17<sup>th</sup>, 2009, the Board of Directors of the Corporation adopted the following resolutions authorizing the merger of CVG Product Services, Inc. with and into the Corporation:

“**WHEREAS**, the Board of Directors of the Corporation has determined that it is in the best interest of the Corporation and its sole stockholder for CVG Product Services, Inc., a Delaware corporation, to merge with and into the Corporation and for the Corporation to be the survivor in the merger and succeed to all of the assets and properties and assume all of the liabilities and obligations of CVG Product Services, Inc.;

**NOW, THEREFORE, BE IT**

**RESOLVED**, that the Corporation merge with CVG Product Services, Inc. and that the Corporation be the survivor in the merger and succeed to all of the assets and properties and assume all of the liabilities and obligations of CVG Product Services, Inc.; and further

**RESOLVED**, that the officers of the Corporation are hereby authorized and directed to execute and deliver on behalf of the Corporation an Agreement and Plan of Merger (the “**Plan of Merger**”), by and between CVG Product Services, Inc. and the Corporation, in such form as the officer executing the same shall, with the assistance of counsel, authorize and approve, such authorization and approval to be conclusively evidenced by the execution and delivery thereof in final form; and further

**RESOLVED**, that the officers of the Corporation are severally authorized, from time to time, on behalf of and in the name of the Corporation, to take or authorize the taking of any and all actions and to execute and deliver all agreements, instruments and other documents, and to make all payments, as may be necessary, proper or convenient in order to carry out, effectuate, consummate and perform the transactions described in the Plan of Merger, with such changes, amendments and modifications therein, if any, as the officer executing the same shall, with the assistance of counsel, authorize and approve, such authorization and approval to be conclusively evidenced by the execution and delivery of such agreements, instruments and documents in final form; and further

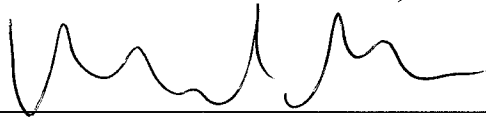
**RESOLVED**, that the officers of the Corporation shall be, and they hereby are, authorized and directed to do any and all acts and things whatsoever, whether within or without the State of Delaware, which may be in any way necessary or proper to effect said merger; and further

**RESOLVED**, that the secretary or any assistant secretary of the Corporation is hereby authorized to certify true copies of the foregoing resolutions and each of the agreements, instruments and other documents hereby approved, as well as any other documents and papers which may from time to time be necessary or appropriate to be delivered in connection with the transactions contemplated hereby, and to attest signatures of any officer of the Corporation executing and delivering the same.”

4. The merger shall be effective at 11:50 p.m. on March 7, 2009.

Executed on February 1<sup>st</sup>, 2009.

CONSOLIDATED VISION GROUP, INC.

By:   
Name: Mitchell Goodwin  
Title: Senior Vice President