

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM323893

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT
<b>NATURE OF CONVEYANCE:</b>	MERGER
<b>EFFECTIVE DATE:</b>	03/13/2014

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
CONSOLIDATED VISION GROUP, INC.		03/13/2014	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

<b>Name:</b>	NATIONAL VISION, INC.
<b>Doing Business As:</b>	AMERICA'S BEST CONTACTS & EYEGLASSES
<b>Street Address:</b>	2435 COMMERCE AVE., BLDG. 2200
<b>Internal Address:</b>	ATTN: LEGAL DEPT. / CHARLES MINGLE
<b>City:</b>	DULUTH
<b>State/Country:</b>	GEORGIA
<b>Postal Code:</b>	30096
<b>Entity Type:</b>	CORPORATION: GEORGIA

## PROPERTY NUMBERS Total: 6

Property Type	Number	Word Mark
<b>Registration Number:</b>	2299951	1-800-TWO-PAIR
<b>Registration Number:</b>	2172274	AMERICA'S BEST CONTACTS & EYEGLASSES
<b>Registration Number:</b>	3225395	AMERICA'S BEST
<b>Registration Number:</b>	2145797	E
<b>Registration Number:</b>	2657065	OUTPOST
<b>Registration Number:</b>	1866241	SOFMED

## CORRESPONDENCE DATA

Fax Number: 7708222029

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

Phone: 770 822-3600 x2025

Email: charles.mingle@nationalvision.com

Correspondent Name: NATIONAL VISION, INC.

Address Line 1: 2435 Commerce Ave., Bldg. 2200

Address Line 2: Attn: Legal Dept. / Charles Mingle

Address Line 4: Duluth, GEORGIA 30096

TRADEMARK

REEL: 005405 FRAME: 0390

900307835

OP \$165.00 2299951

<b>ATTORNEY DOCKET NUMBER:</b>	CVG-NVI ASSIGNMENTS
<b>NAME OF SUBMITTER:</b>	Mitchell Goodman, Sr. VP & Gen. Counsel
<b>SIGNATURE:</b>	/Mitchell Goodman/
<b>DATE SIGNED:</b>	11/20/2014

**Total Attachments: 9**

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# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CONSOLIDATED VISION GROUP, INC.", A DELAWARE CORPORATION, WITH AND INTO "NATIONAL VISION, INC." UNDER THE NAME OF "NATIONAL VISION, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF GEORGIA, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTEENTH DAY OF MARCH, A.D. 2014, AT 1:05 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF OWNERSHIP IS THE THIRTEENTH DAY OF MARCH, A.D. 2014, AT 5 O'CLOCK P.M.

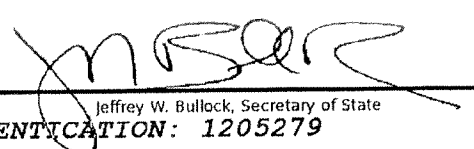
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5497736 8100M

140327427

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 1205279

DATE: 03-13-14

TRADEMARK  
REEL: 005405 FRAME: 0392

Delaware

**CERTIFICATE OF OWNERSHIP AND MERGER**

**MERGING**

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

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:04 PM 03/13/2014  
FILED 01:05 PM 03/13/2014  
SRV 140327427 - 2715941 FILE*

**INTO**

**NATIONAL VISION, INC.**  
**(a Georgia corporation)**

**Pursuant to Section 253 of the  
Delaware General Corporation Law**

National Vision, Inc., a corporation organized and existing under the laws of the State of Georgia does hereby certify:

**FIRST:** Consolidated Vision Group, Inc. (the "Corporation") was organized pursuant to the provisions of the General Corporation Law of the State of Delaware (the "DGCL") on February 6, 1997.

**SECOND:** National Vision, Inc., was organized pursuant to the provisions of the Business Corporation Code of the State of Georgia on August 7, 1990 (the "Survivor"). The Survivor is the owner of all of the issued and outstanding shares of capital stock of the Corporation.

**THIRD:** On March 13, 2014, the Board of Directors of the Survivor adopted the following resolutions by unanimous written consent of the Board of Directors pursuant to and in accordance with Section 253 of the DGCL, which have not been amended or rescinded and are now in full force and effect, authorizing the merger of the Corporation with and into the Survivor, with the Survivor being the surviving corporation:

**NOW, THEREFORE, BE IT**

**RESOLVED,** that the Board of Directors deems it advisable and in the best interest of the Corporation and its stockholder that the Corporation merge with and into the Survivor and the Survivor 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 in accordance with Section 253 of the DGCL (the "Merger"); and further

**RESOLVED,** that the officers of the Survivor are hereby authorized and directed to execute and deliver on behalf of the Survivor an Agreement and Plan of Merger (the "Plan of Merger"), by and between the Survivor, the Corporation and Eyeglass World, LLC, a Delaware limited liability company, 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 Survivor are severally authorized, from time to time, on behalf of and in the name of the Survivor, 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 Survivor 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 officers of the Survivor as of the Effective Time shall be the officers of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected or appointed and qualified; and further

**RESOLVED**, that the directors of the Survivor as of the Effective Time shall be the directors of the Surviving Corporation, until the earlier of their resignation or removal or until their respective successors are duly elected and qualified; and further

**RESOLVED**, that the Merger be submitted to the sole stockholder of the Corporation for its approval pursuant to Section 228 of the DGCL; and further

**RESOLVED**, that the secretary or any assistant secretary of the Survivor 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 Survivor executing and delivering the same.

**FOURTH:** that in connection with the merger and as of the effective time of the merger, (i) the shares of the Corporation issued and outstanding shall be cancelled and retired without consideration, and all rights in respect thereof shall cease to exist (ii) the shares of the Survivor shall continue unchanged and shall continue to constitute and evidence the same shares of the Survivor and be held by the sole shareholder of the Survivor holding such shares immediately prior to the merger.

**FIFTH:** that this merger has been approved by the holder of all of the issued and outstanding shares of stock of the Corporation by written consent;

**SIXTH:** that the Certificate of Merger and the merger contemplated herein shall become effective at 5:00 p.m. Eastern Time on March 13, 2014.

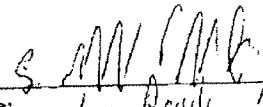
**SEVENTH:** that the Survivor agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Survivor as well as any

obligation of the Survivor arising from the merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and it irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is 296 Grayson Highway, Lawrenceville, Georgia 30045.

*(Remainder of Page Left Blank; Signature Page Follows)*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 13th day of March, 2014.

NATIONAL VISION, INC.

By:   
Name: L. Reade Fahs, Jr.  
Title: CEO

L. Reade Fahs, Jr.

[Certificate of Ownership and Merger - NVI]

# STATE OF GEORGIA

Secretary of State  
Corporations Division  
313 West Tower  
#2 Martin Luther King, Jr. Dr.  
Atlanta, Georgia 30334-1530

## CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of March 13, 2014. Attached is a true and correct copy of the said filing.

**Surviving Entity:**  
NATIONAL VISION, INC.

**Nonsurviving Entity/Entities**  
CONSOLIDATED VISION GROUP, INC.  
EYEGLOSS WORLD, LLC

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on March 13, 2014.



A handwritten signature in black ink, appearing to read "B: P. Kemp".

Brian P. Kemp  
Secretary of State

Tracking #: T1eAh6Gc

**TRADEMARK**  
**REEL: 005405 FRAME: 0397**



Georgia

**CERTIFICATE OF MERGER**  
of  
**CONSOLIDATED VISION GROUP, INC.**  
(a Delaware corporation)  
**EYEGLOSS WORLD, LLC**  
(a Delaware limited liability company)  
into  
**NATIONAL VISION, INC.**  
(a Georgia corporation)

Pursuant to Section 14-2-1104 of the Georgia Business Corporation Code (the "Code") Consolidated Vision Group, Inc., a Delaware corporation (the "Corporation"), Eyeglass World, LLC, a Delaware limited liability company (the "Company") and National Vision, Inc., a Georgia corporation and the surviving entity in the merger (the "Survivor"), hereby certify that:

I.

The name and state of incorporation of each constituent entity which is merging are:

- (a) Consolidated Vision Group, Inc., a Delaware corporation;
- (b) Eyeglass World, LLC, a Delaware limited liability company; and
- (c) National Vision, Inc., a Georgia corporation.

II.

The surviving entity in the merger is National Vision, Inc., a Georgia corporation and sole shareholder of the Corporation, which will continue its existence as said surviving corporation.

III.

The Agreement and Plan of Merger between the Survivor, the Corporation and the Company (the "Plan of Merger") does not require shareholder and director approval of the Survivor pursuant to Section 14-2-1104 of the Code . The Plan of Merger has been duly authorized and approved by and board of directors of the Corporation pursuant to the provisions of the General Corporation Law of the State of Delaware and by the sole member of the Company pursuant to the provisions of the Delaware Limited Liability Company Act.

IV.

The Articles of Incorporation of the Survivor are to be the Articles of Incorporation of the surviving corporation and said Articles of Incorporation shall continue to be the Articles of

Incorporation of said surviving corporation until amended and changed in accordance with the provisions of the Code.

V.

The executed Agreement and Plan of Merger is on file at the principal place of business of the Survivor, which is 296 Grayson Highway, Lawrenceville, Georgia 30045.

VI.

A copy of the Agreement and Plan of Merger will be furnished by the Survivor, on request and without cost, to any shareholder of the any domestic corporation, any member of any domestic limited liability company or any person holding an interest in any other business entity which is to merge.

VII.

The surviving corporation hereby undertakes to make the request for publication of a notice of filing of this Certificate of Merger and payment therefor in accordance with Section 142-1105.1(b) of the Code.

VIII.

The effective time of the merger is at 5:00 p.m., Eastern Standard Time on March 13, 2014.

*(Remainder of Page Left Blank; Signature Page Follow)*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of \_\_\_\_\_ and \_\_\_\_\_  
Merger to be signed by an authorized officer this 13th day of March, 2014.

NATIONAL VISION, INC.

By: [Signature]  
Name: L. Reade Fahs, Jr.  
Title: CFO

L. Reade Fahs, Jr.

2014 MAR 13 PM 2:09  
SECRETARY'S DIVISION  
CORPORATIONS DIVISION

[Certificate of Ownership and Merger - NVI]