

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1:1
 Stylesheet Version v1:2

ETAS ID: TM323905

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	03/13/2014		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
EYEGLOSS WORLD LLC		03/13/2014	CORPORATION DELAWARE <i>LIMITED LIABILITY COMPANY</i>
RECEIVING PARTY DATA			
Name:	NATIONAL VISION, INC.		
Doing Business As:	EYEGLOSS WORLD		
Street Address:	2435 COMMERCE AVE. BLDG 2200		
Internal Address:	ATTN: LEGAL DEPT. / CHARLES MINGLE		
City:	DULUTH		
State/Country:	GEORGIA		
Postal Code:	30096		
Entity Type:	CORPORATION GEORGIA		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3190487	EYEGLOSS WORLD	
Registration Number:	3099755	EYEGLOSS WORLD	
CORRESPONDENCE DATA			
Fax Number:	7708222029		
<i>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.</i>			
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		
ATTORNEY DOCKET NUMBER:	PTO ASSIGNMENTS EGW-NVI		
NAME OF SUBMITTER:	Mitchell Goodman, Sr. VP & Gen. Counsel		
SIGNATURE:	/Mitchell Goodman/		
DATE SIGNED:	11/20/2014		
Total Attachments:	7		

OP \$65.00 3190487

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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 MERGER, WHICH MERGES:

"EYEGLOSS WORLD, LLC", A DELAWARE LIMITED LIABILITY COMPANY, 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 1:06 O'CLOCK P.M.

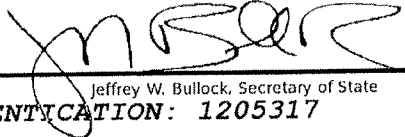
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTEENTH DAY OF MARCH, A.D. 2014, AT 5 O'CLOCK P.M.

5497735 8100M

140327432

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1205317

DATE: 03-13-14

TRADEMARK
REEL: 005406 FRAME: 0962

Delaware

CERTIFICATE OF MERGER
of
EYEGLASS WORLD, LLC
(a Delaware limited liability company)
with and into
NATIONAL VISION, INC.
(a Georgia corporation)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "Act"), the undersigned executed the following Certificate of Merger:

FIRST: The name and jurisdiction of formation or organization and type of entity of each of the domestic limited liability company and the other entity which is to merge is as follows:

- (a) The name of the surviving entity is National Vision, Inc., a corporation organized under the laws of the State of Georgia (the Surviving Corporation);
- (b) The name of the company being merged into the Surviving Corporation is Eyeglass World, LLC, a limited liability company organized under the laws of the State of Delaware; and

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the entities which is to merge.

THIRD: The name of the Surviving Corporation is National Vision, Inc.

FOURTH: This Certificate of Merger and the merger contemplated herein shall become effective at 5:00 pm, Eastern Time, on March 13, 2014.

FIFTH: The executed Agreement and Plan of Merger is on file at 296 Grayson Highway, Lawrenceville, Georgia 30045, the principal place of business of the Surviving Corporation.

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

SEVENTH: The surviving foreign Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of any domestic limited liability company which is to merge, irrevocably appointing the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding and the address to which a copy of such process shall be mailed to by the Secretary of State is 296 Grayson Highway, Lawrenceville, Georgia 30045.

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: [Signature]
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: 005406 FRAME: 0965

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]