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Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



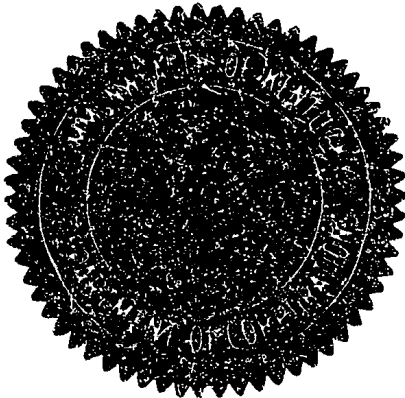
FRANKFORT,
KENTUCKY

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Amended Articles of Incorporation of

THE OPTICAL CORPORATION OF AMERICA, INC.

amended pursuant to Kentucky Revised Statutes, 271A, (~~279~~) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State,
at Frankfort, Kentucky, this 22ND
day of OCTOBER, 19 85.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

ORIGINAL COPIES
FILED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

THE OPTICAL CORPORATION OF AMERICA, INC. *gald*

OCT 22 1985 Pursuant to the applicable provisions of the Kentucky
Business Corporation Act, THE OPTICAL CORPORATION OF AMERICA,

James P. Davis
INC., a Kentucky corporation, hereby adopts the following Articles
of Amendment to its Articles of Incorporation: 419426

FIRST: The name of the corporation is THE OPTICAL CORPORATION OF AMERICA, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon at an annual meeting of shareholders of the corporation duly called and held on October 7, 1985:

RESOLVED, that Article IV of the Articles of Incorporation be and the same is hereby amended so that said Article IV as amended shall hereafter provide as follows:

ARTICLE IV

The aggregate number of shares which the corporation shall have authority to issue is Two Hundred Two Thousand (202,000) shares of which Two Hundred Thousand (200,000) shares without par value shall be designated common stock, and Two Thousand (2,000) shares of the par value of One Hundred Fifty (\$150) Dollars each shall be designated preferred stock.

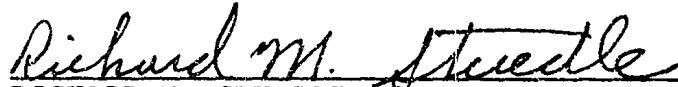
Holders of shares of capital stock of the corporation shall have no pre-emptive right to acquire unissued or treasury shares or securities convertible into such shares, or carrying a right to subscribe to such shares.

IN TESTIMONY WHEREOF, these Articles of Amendment have been executed on behalf of the undersigned corporation, by and through its duly authorized officers, this 17th day of October, 1985.

THE OPTICAL CORPORATION OF AMERICA, INC.



BOB L. FAULKNER, Executive Vice President



RICHARD M. STUEDLE, Secretary

STATE OF KENTUCKY)
) SS:
COUNTY OF JEFFERSON)

The undersigned, a Notary Public in and for the State and County aforesaid, does hereby certify that on this day personally appeared before me Bob L. Faulkner and Richard M. Stuedle, who, being by me first duly sworn, declared that they are the Executive Vice President and Secretary, respectively, of The Optical Corporation of America, Inc., that they signed the foregoing Articles of Amendment as the Executive Vice President and Secretary, respectively, of the corporation and that the statements therein contained are true.


Dated: October 17th, 1985



Notary Public

My commission expires: 12-22-88

THIS INSTRUMENT PREPARED BY:



Ralston W. Steenrod
STITES & HARBISON
600 West Main Street
Louisville, Kentucky 40202
Telephone: (502) 587-3400

STITES & HARBISON

600 WEST MAIN STREET

LOUISVILLE, KENTUCKY 40202

(502) 587-3400

SECRETARY OF STATE

RECEIVED

OCT 2 1985

RUFUS LISLE
KENT MCELWAIN
NATHAN ELLIOTT, JR
T KENNEDY HELM JR
RICHARD BUSH JR
LIVELY M WILSON
BEN L KESSINGER, JR
JAMES W STITES JR
CALVERT T ROSEVELL, P S C
BEN B FOWLER
CHARLES E PALMER, JR
WINFREY P BLACKBURN, JR
DAVID C BROWN
SIDNEY C KINREAD JR
GEORGE W HILLS
ROBERT G BREETZ
C DANT KEARNS
W ROBINSON BEARD
JAMES O APPLE
RALSTON W STEENROD
ALFRED B JOSEPH, III
RALPH F KESSINGER
ROBERT E REEVES
J BISSELL ROBERTS
BRUCE M REYNOLDS
CHARLES J GOGHAN, III

T KENNEDY HELM III
BUCKNER HINCLE JR
WILLIAM M OORIN
FRANK P HILLIARD
JAMES D MOYER
ROBERT M BECK JR
CHARLES J LISIE
JAMESON O MCPHERSON
BRUCE F CLARK
WILLIAM H HADEN, JR
PETER L ECABERT
WILLIAM E HELLMANN
JAMES H WILLIAMSON
THOMAS C HUNDLEY
OCTAVIA B WILKINS
JOHN M VAMULARO
THOMAS E MENO
DOUGLASS C K FARNLEY
ROBERT W GRIFFITH
WALTER R RYANE JR
D LAIRD McMURRAY
KENNETH W SMITH
W PATRICK STALLARD
ANN C RENDLER
LARRY D HAMFELDT
JOHN A BARTLETT

100.00
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20,000
180,000
9000.00
3600.00
450.000 Par-

JAMES W STITES
W KENNEDY HELM III
PHILIP A GILLIZR
C GARY BRADLEY, JR
ROBERT V DONOHY
MARK R OVERSTREET
DOROTHY J CHAMBERS
MARGA T GIBSON
JOHN G STITES
REBECCA J SCHUPBACH
ROY KIMBLE SNELL
KAREN L WERLEY
JEFFEREY W YUSSMAN
DAVID C TRABLE
BROOKS D RUSIK
GREGORY P PARSONS
JUDITH A VILLINES
WILLIAM S WETTERER III
MICHAEL D HUBLE
ANDREA KAY DONOHO
KENNETH R BAGAN
D LYNDELL RICKETT
JAMES W TAYLOR
RICHARD G GRIFFITH
RICHARD A VINCE
ELIZABETH K ROUSE
J CLARKE KELLER

Commonwealth of Kentucky

OF COUNSEL
S LLOYD CARDWELL
JAMES W STITES
(1997-1978)
CLINTON K HARBISON
(1988-1980)
HENRY E MCELWAIN, JR
(1991-1986)
BEN L KESSINGER
(1978-1958)

200 MCCLURE BUILDING
FRANKFORT, KENTUCKY 40601
(502) 223-3477

101 EAST VINE STREET
LEXINGTON, KENTUCKY 40507
(606) 253-0373

TELEX 558882
ABA/NCT 1387
TELECOPIER (502) 587-3400

October 21, 1985

Office of The Secretary of State
Corporate Division
State Capitol
Frankfort, KY 40601

RE: The Optical Corporation of America, Inc. - Articles of Amendment

Gentlemen:

Enclosed for filing are triplicate originals of Articles of Amendment for The Optical Corporation of America, Inc. Also enclosed are (i) a company check in the amount of \$360 payable to the Kentucky State Treasurer representing additional organization tax payable as a result of the increase in, and change in par value of, the authorized capital stock and (ii) a firm check in the amount of \$15 payable to the Secretary of State for the filing fee.

If you find the enclosed Articles of Amendment to conform to law, please cause one original to be filed in your office, and then so indicate by stamping and returning the remaining originals to my attention at our Louisville office.

Cordially,
Ralston W. Steenrod
Ralston W. Steenrod

RWS.spw
enc.
cc: Mr. H. Lyle Duerson, Jr. (w/o enc.)

450
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460
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20,000